



September 2, 2023

**BSE Limited**

Sir Phiroze Jeejeebhoy Towers  
Dalal Street, Fort,  
Mumbai – 400 001  
Security Code: 532628

**National Stock Exchange of India Limited**

Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C-1, Block G  
Bandra Kurla Complex,  
Mumbai – 400 051  
Scrip code: 3IINFOLTD

Dear Sir/ Madam,

**Sub: Notice of 30<sup>th</sup> Annual General Meeting ('AGM') of the Company**

Pursuant to Regulation 30 of the Listing Regulations, we enclose herewith Notice of 30<sup>th</sup> AGM of the Company scheduled to be held on Monday, September 25, 2023, at 11:30 a.m. (IST) through Video Conferencing / Other Audio-visual Means. The said Notice forms part of the Annual Report for the financial year 2022-23.

The same is also available on the Company's website at [www.3i-infotech.com](http://www.3i-infotech.com).

You are requested to take the same on record.

Thanking you.

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

**Varika Rastogi**  
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: 022-7123 8000 E-mail: investors@3i-infotech.com Website: www.3i-infotech.com

## NOTICE

Notice is hereby given that Thirtieth Annual General Meeting (“AGM”) of the Members of 3i Infotech Limited (the “Company”) will be held on Monday, September 25, 2023 at 11:30 a.m. (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the business as mentioned below. The venue of the AGM shall be deemed to be the Registered Office of the Company.

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) of the Company for the financial year ended March 31, 2023 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Dr. Aruna Sharma (DIN – 06515361), who retires by rotation and being eligible, offers herself for re-appointment.

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

“RESOLVED THAT pursuant to the provision of Section 152 and other applicable provisions of the Companies Act, 2013, Dr. Aruna Sharma (DIN – 06515361), who retires by rotation, be and is hereby re-appointed as a director liable to retire by rotation.”

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

**By the Order of the Board  
For 3i Infotech Limited**  
  
**Sd/-  
Varika Rastogi  
Company Secretary & Head-Legal**

**Date:** July 28, 2023

**Place:** Navi Mumbai

### NOTES:

#### 1. General instructions for accessing and participating in the Meeting through VC/OAVM Facility and voting through electronic means including remote e-voting

- a) The Ministry of Corporate Affairs, Government of India (“MCA”) vide its General Circular No. 11/2022 dated December 28, 2022, General Circular No. 2/2022 dated May 5, 2022 read with circulars dated December 31, 2020, September 28, 2020, June 15, 2020, April 13, 2020 and April 8, 2020 (collectively referred as “MCA Circulars”) and the Securities and Exchange Board of India (“SEBI”) vide circulars dated January 5, 2023, May 13, 2022, January 15, 2021 and May 12, 2020 (collectively referred as “SEBI Circulars”) permitted companies to convene the AGM 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 (“Listing Regulations”), 30<sup>th</sup> AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
- b) Only registered equity shareholders of the Company may attend (either in person or by authorised representative) at the said AGM through VC / OAVM facility.

The authorised representative of a body corporate, who is a Member of the Company may attend the AGM provided that a certified true copy of the resolution or the authority letter or power of attorney issued by the board of directors or other governing body of the body corporate authorising such representative to attend and vote at the AGM is e-mailed to the Scrutiniser at [sapnachourasia@sapcorpllp.com](mailto:sapnachourasia@sapcorpllp.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) not later than 48 hours before the scheduled time of the commencement of the Meeting or

can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload** Board Resolution / Authority Letter” displayed under “**e-voting**” tab in their login.

- c) Since the AGM will be held through VC/OAVM facility, the route map, proxy form as well as the attendance slip are not annexed to this Notice.
- d) Copy of all the documents referred in the notice of the AGM and the explanatory statement shall be available for inspection at the Company’s website i.e. [www.3i-infotech.com](http://www.3i-infotech.com) from the date of dispatch of the Notice up to the last date of e-voting i.e. Sunday, September 24, 2023. A recorded transcript of the AGM shall also be made available on the website of the Company as soon as possible.
- e) National Securities Depository Limited (“**NSDL**”) will be providing facility through remote e-voting and e-voting in respect of the business to be transacted at and during the 30<sup>th</sup> AGM.
- f) Members may join the AGM through VC/OAVM facility by following the procedure as mentioned below which shall be kept open for the Members from 11:15 a.m. (IST) i.e. 15 minutes before the time scheduled to start the AGM and the Company may close the window for joining the VC/OAVM facility 15 minutes after the scheduled time to start the AGM.
- g) Members may note that the VC/OAVM facility, provided by NSDL, allows participation of atleast 1,000 Members on a first come-first served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. can attend the AGM without any restriction on account of first come-first served principle.
- h) Attendance of the Members participating in the AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- i) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India (ICSI) and Regulation 44 of Listing Regulations read with the MCA circulars, the Company is providing

remote e-voting facility to its Members in respect of the business to be transacted at the AGM and facility for those Members participating in the AGM to cast vote through e-voting system during the AGM.

- j) Members are informed that in case of joint holders attending the AGM, 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 NSDL / Central Depository Services (India) Limited (“**CDSL**”) (collectively referred to as “**Depositories**”) in respect of such joint holding will be entitled to vote.
- k) In terms of the MCA Circulars, since the AGM has been convened through VC / OAVM facility, physical attendance of Members has been dispensed with and there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM.
- l) 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.
- m) 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 <https://www.evoting.nsdl.com/> to reset the password.
- n) 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 not to 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.

- o) Pursuant to the Circular No. 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM. However, the body corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

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

- a. **The remote e-voting period will commence at 9:00 a.m. (IST) on Friday, September 22, 2023 and end at 5:00 p.m. (IST) on Sunday, September 24, 2023.** During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the **cut-off date i.e. Monday, September 18, 2023** may cast their vote by remote e-voting. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Monday, September 18, 2023**. The remote 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. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
- c. 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 and joining virtual meeting 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 and joining virtual meeting 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 e-mail ID in their demat account 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	<p>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL, Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>‘IDeAS’</b> section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> . Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</p>

Type of shareholders	Login Method
	<p>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 “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website HYPERLINK “<a href="http://www.cdslindia.com">http://www.cdslindia.com</a>” <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> </ol> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<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 upon logging in, you will be able to see e-Voting option. 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 company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</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 above mentioned 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 calling at 022 – 4886 7000 and 022 – 2499 7000
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 calling at toll free number 1800 22 55 33

### 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 e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services 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 e-mail ID is registered with your demat account or with the Company, your “initial password” is communicated to you on your e-mail ID. Trace the email sent to you from NSDL from your mail box. Open the e-mail 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 e-mail ID is not registered, please follow steps mentioned below in process for those Members whose e-mail 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 is active.
- II. Select "EVEN" of company for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
- 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.

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 .: 022 - 4886 7000 and 022 - 2499 7000 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Mr. Amit Vishal, Assistant Vice President or Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated e-mail ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) who will also address the grievances connected with the voting by electronic means.

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

In terms of MCA Circulars, the Notice, explanatory statement together with accompanying documents, is being sent to the Members through electronic form only at the e-mail IDs registered with the Depositories in case of electronic shareholding or the Company's Registrar and Share Transfer Agent (in case of physical shareholding). 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 e-mail 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 + Client ID 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@3iinfotech.com](mailto:investors@3iinfotech.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. a) Log-in Method for e-voting and joining virtual meeting 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 e-mail ID correctly in their demat account in order to access e-Voting facility.

#### **4. Instructions for Members for participating in the AGM through VC/OAVM are as under:**

- Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.
- The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date of Monday, September 18, 2023.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Members connecting from mobile devices or tablets or through laptops etc. connecting via Mobile hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- Members can submit questions in advance with regard to items mentioned in the Notice or any other matter to be placed at the AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number / folio number and mobile number, to reach the Company's e-mail address investors@3i-infotech.com at

least 48 hours in advance before the start of the AGM i.e. by **Saturday, September 23, 2023 by 11:30 a.m. (IST)**. Such questions by the Members shall be taken up during the AGM and replied by the Company suitably.

- Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at investors@3i-infotech.com between **9:00 a.m. (IST) on Wednesday, September 20, 2023 to 5:00 p.m. (IST) on Thursday, September 21, 2023**. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of questions and number of speakers depending upon the availability of time for the AGM.

#### **5. Instructions for Members for e-voting during the AGM are as under:**

- Members may follow the same procedure for e-voting during the AGM as mentioned above for remote e-voting.
- Only those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
- Members who have cast their vote by remote e-voting prior to the AGM may also participate in the AGM through VC/OAVM facility but shall not be entitled to cast their vote again.
- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

#### **6. General Instructions for the Members:**

- SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.



- b) In terms of Regulation 40 of Listing Regulations, securities of listed companies can only be transferred in dematerialised form with effect from April 1, 2019. In view of the above, Members are advised to dematerialise shares held by them in physical form.
- c) The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, September 19, 2023 to Monday, September 25, 2023 (both days inclusive).
- d) **Notice of this AGM has been sent to those Members whose names appear in the Register of Members as on Friday, August 25, 2023.** Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the AGM by e-mail may obtain the User ID and password by sending a request to the Company's e-mail address investors@3i-infotech.com or by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password?" or "Physical User Reset Password?" option available www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Monday, September 18, 2023 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
- e) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or casting vote through e-voting system during the AGM.
- f) The Company reserves the right to limit the number of Members asking questions depending on the availability of time at the AGM.
- g) The Chairman shall at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of e-Voting system for all those Members who are present during the AGM through VC / OAVM, but have not cast their votes by availing the remote e-Voting facility. The remote e-Voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of AGM.
- h) The Company has appointed Ms. Sapna Chourasia (Membership No. F12597) and failing her Mr. Anil Shah (Membership No. F3088), Partners of M/s. SAP & Associates, Practising Company Secretaries as scrutiniser (the "**Scrutiniser**") to scrutinise the e-voting at the AGM and remote e-voting in a fair and transparent manner.
- i) The Scrutiniser shall after the conclusion of e-voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall make a consolidated scrutiniser's report of the total votes cast in favour or against, invalid votes, if any, and whether a particular resolution has been carried or not, and such Report shall then be sent to the Chairperson or a person authorised by him, within two working days from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.
- j) The voting results of the AGM declared along with the report of the Scrutiniser shall be placed on the website of the Company at www.3i-infotech.com and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of results by the Chairperson or a person authorised by him. The results shall also be immediately forwarded to the stock exchanges.
- k) The Notice of the AGM and the Annual Report for the financial year 2022-23 including therein the Audited Financial Statements for the year 2022-23, will be available on the website of the Company at www.3i-infotech.com. The Notice of 30<sup>th</sup> AGM will also be available on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com .
- l) We urge Members to support our commitment to environmental protection by choosing to receive the Company's communication through e-mail. 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.

- m) Members are requested to note that trading in equity shares of the Company on the Stock Exchanges is permitted only in dematerialised form as per the notification issued by SEBI. The shares of the Company are available for trading under both the depository systems in India i.e. NSDL and CDSL. Members who continue to hold shares in physical form are, therefore, requested to note that they will not be able to trade in the shares of the Company, unless the same are dematerialised.
- n) Pursuant to the requirements of Corporate Governance under Listing Regulations and Secretarial Standard on General Meetings, information about the Director proposed to be re-appointed has been given in the Annexure to this Notice.
- o) Members desirous of getting any information about the accounts and operations of the Company are requested to write to the Company at least seven days before the AGM to enable the Company to keep the information ready at the AGM.
- p) Members may avail of the nomination facility as provided under Section 72 of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force). Members desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled in, to the Company at its Registered Office address. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.
- q) The soft copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act will be available electronically for inspection without any fees by the Members from the date of circulation of this Notice upto the date of AGM i.e. Members seeking to inspect such documents can send an e-mail to [investors@3i-infotech.com](mailto:investors@3i-infotech.com).

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>Dr. Aruna Sharma</b>
<b>Date of Birth/Age</b>	August 19, 1958/ 64 years
<b>Qualification</b>	As mentioned in Annexure to Notice
<b>Experience</b>	As mentioned in Annexure to Notice
<b>Date of first appointment on the Board of Directors</b>	February 1, 2022
<b>Relationship with other Directors, Manager and Other Key Managerial Personnel of the Company</b>	None
<b>Expertise in specific functional Area</b>	As mentioned in Annexure to Notice
<b>Brief Resume of the Director</b>	As mentioned in Annexure to Notice
<b>Directorships held in other companies (excluding foreign companies)</b>	1. Arjas Steel Private Limited 2. Welspun Enterprises Limited 3. Iquippo Services Limited 4. Welspun Aunta-Simaria Project Private Limited 5. Logically Infomedia Private Limited
<b>List of Membership / Chairmanship of Committees on other Boards</b>	<b>A. Audit Committee</b> Welspun Enterprises Limited <b>B. Stakeholder Relationship Committee</b> Welspun Enterprises Limited <sup>(C)</sup> <b>C. Corporate Social Responsibility Committee</b> Welspun Enterprises Limited <sup>(C)</sup>
<b>Listed entities from which the person has resigned in the past 3 years</b>	Jindal Steel & Power Limited
<b>Disclosure of relationships between Directors inter-se</b>	None
<b>Number of shares held in the Company as on date of this Notice including shareholding as a beneficial owner</b>	Nil
<b>Details of remuneration last drawn</b>	Sitting Fees for attending the Board and Committee Meetings as applicable
<b>Details of remuneration sought to be paid</b>	Sitting Fees for attending the Board and Committee Meetings as applicable
<b>Terms and conditions of appointment or re-appointment</b>	Appointment as Non-Executive Director liable to retire by rotation
<b>Justification for choosing the appointee for appointment as an Independent Director</b>	Not Applicable
<b>Number of Board Meetings attended during the year</b>	Please refer Corporate Governance Report which is a part of this Annual Report

<sup>(C)</sup> Chairperson

**Brief Profile of the Directors Seeking Appointment / Re-appointment at the 30th Annual General Meeting**

**Dr. Aruna Sharma (DIN: 06515361)**

Dr. Aruna Sharma an Indian Administrative Officer of 1982 batch Madhya Pradesh Cadre retired after her work as Secretary of Steel and Information Technology in Government of India. She has always focused to have a comprehensive approach and establish a system in all her postings for ensuring sustainable quality outcomes. She has books reaching the Last Beneficiary: Resource Convergence Mantra Model (2008) and Impact of Resource Convergence in Policy Making, Mainstreaming of Resource Convergence in Policy Making Program Design and Execution (2014) released by UNDP. FAO has also published her work on food security. Her latest work is the book U@Game Changer for Inclusive Growth for public representatives. Her article on "The Samagra anti-poverty program in Madhya Pradesh: Integrating household data, overcoming silo-problems and leaving nobody behind" is published in electronic version. Her new book Dancing Towards the \$5 Trillion Economy on Holistic Beat.

She as Secretary Steel drafted and successfully executed Steel Policy and preferential procurement policy. The GFR amendment set the trend to enhance domestic demand and was key to the revival of the sector. Logistic improvements were planned and envisaged by getting a 'right of way policy' from Railways for slurry pipelines and maximum usage of Sagarmala routes.

At State and Center, she has visualised, worked and implemented successful software like SAMAGRA (a household wise common database) used by all the individual and family benefit schemes, now implemented in 8 states, Panch Parmeshwar has made the entire working of Panchayat, Block and district for all works executed cashlessly. This graduated to Priya Soft. The software is real-time data of all the receipts expenditures by the Panchayat irrespective of the source of funding. Besides, all receipts and payments are cashless. It generates all the statutory 8 reports required by CAG in auto mode. The Panchayat only must enter the project estimates, cash book,

and upload bills and photographs of the status of work. It is online on the web and any Panchayat can be viewed and monitored. The financial inclusion model involving all kinds of financial institutions to ensure access in 5km radius was developed along with the popularisation RuPay card. Besides, envisaged and by coordination developed have common National Scholarship portal and GeM portal for procurement to list a few. She was Secretary of Information Technology and later Secretary Steel in the government of India. She was instrumental to bring in a comprehensive approach and has visualised and drafted the National Steel Policy 2017 and a clear policy on preference for local manufacturing that has enabled the complete revival of the sector. The amendment to GFR rules by adding the life cycle cost has been the game-changer.

She was also Director General Doordarshan where she gave world-class coverage to Common wealth Games 2010 and that sent benchmark. Doordarshan channels went up in TRP and revenue generation in her tenure. Her focus of work is also in the area of Water Security and enhancing local jobs. Access to preventive health care has been the focus when she worked as Secretary of Health and Family Welfare. The focus has been on holistic care in terms of drinking water, sanitation, preventive hygiene and vaccination and access to inpatient. She has been a member of the National Knowledge Commission on health care and education. Her doctoral work is on psycho-barriers in access to public health care. She has worked extensively with policymakers for the revival of mining in Goa and the new draft of the proposed mining policy.

She was in the 5 member High-Level RBI committee on Deepening of Digital Payments constituted by the Reserve Bank of India- a report that had immediate execution.

She is a Fellow with the University of Bath in the UK and working on accelerating the success and sustainability of SDGs by resorting to the common household database. She is an alumna of Harvard Kennedy School. Her forte is development, core sectors and environmental issues. She regularly writes for Financial Express, Economic Times, and CNBC 18.

**Registered Office:**

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

**Date:** July 28, 2023

**Place:** Navi Mumbai

**By Order of the Board**

**Sd/-  
Varika Rastogi  
Company Secretary & Head-Legal**