



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

Website: www.3i-infotech.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 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 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "**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) (the "**Rules**") and pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI LODR**") and such other applicable laws and regulations, that the resolution annexed hereunder is proposed to be passed by the members of the Company (the "**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 resolution is 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, General Circular No.10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 (the "**MCA Circulars**") has prescribed the process for convening of extraordinary general meetings and passing of resolutions through postal ballot till June 30, 2022 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 June 30, 2022 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, M/s. BNP & Associates, or failing him, Mr. K. Venkataraman, Associate Partner, M/s. 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 or Company Secretary of the Company. The result of the postal ballot will be announced before 5:00 p.m. (IST) on or before Saturday, May 14, 2022. The declared results along with the report of the scrutinizer will be displayed on the Company's website www.3i-infotech.com besides being communicated to the stock exchanges and National Securities Depository Limited (NSDL). The last date for receipt of votes vide e-voting i.e., Thursday, May 12, 2022 will be deemed to be the date of passing of the resolution, if passed by requisite majority in accordance with Secretarial Standard-2 on General Meetings.

SPECIAL BUSINESS

Appointment of Mr. Uttam Prakash Agarwal (DIN: 00272983) as an Independent Director of the Company

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT subject to provisions of Sections 149, 150, 152, and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (the **“Act”**) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and Regulations 16(1)(b) and 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **“SEBI LODR”**) and pursuant to the recommendation of the Nomination & Remuneration Committee and that of the Board of Directors thereof, Mr. Uttam Prakash Agarwal (DIN: 00272983), who was appointed as an Additional Director (designated as Non-Executive Independent Director) effective March 16, 2022, pursuant to 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 proposing his candidature for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years with effect from March 16, 2022 to March 15, 2027, not liable to retire by rotation.

FURTHER RESOLVED THAT Mr. Thompson Gnanam, Managing Director & Global CEO and Mrs. Varika Rastogi, 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.”

Registered Office:

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

Place: Navi Mumbai

Date: March 16, 2022

**By the Order of the Board
For 3i Infotech Limited**

Sd/-

Varika Rastogi

Company Secretary

FCS No.: F7864



NOTES:

The explanatory statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (the "Act") containing reasons for proposing the resolution 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. 20/2021 dated December 8, 2021 read with circulars dated June 23, 2021, December 31, 2020, September 28, 2020, June 15, 2020, April 13, 2020 and April 8, 2020 (collectively referred to as the "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 (the "SEBI LODR"), the approval of the Members for the abovementioned resolution 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 April 08, 2022.
- c) The voting rights of the Members, whose names appear in the Register of Members/ List of Beneficial Owners, as on the cut-off date i.e. Friday, April 08, 2022, shall be in proportion to their shares in the total paid-up equity share capital of the Company and are entitled to vote on the Resolution set forth in this Notice. Any recipient of the Postal Ballot Notice who is 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 email 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 and websites of stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
- f) Pursuant to the provisions of Sections 110 and 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 resolution 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 Company's website: www.3i-infotech.com from the date of dispatch of the Notice up to the last date of e-voting i.e. Thursday, May 12, 2022.
- 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 email 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 email to scrutinizer3iinfotechpb@gmail.com with a copy marked to 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 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.

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

- a) The e-voting period will commence at 09:00 a.m. (IST) on Wednesday, April 13, 2022 and end at 05:00 p.m. (IST) on Thursday, May 12, 2022. 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, April 08, 2022 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 no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, individual shareholders holding securities in demat mode are allowed to vote, by way of single login credential, through their demat accounts/websites of Depositories and Depository Participants. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. 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.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ 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 e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com/. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. 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

	<p>https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>2. 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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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 119677 then user ID is 119677001***

- 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.
 - ii. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on 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 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager, National Securities Depository Ltd., Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email ID: evoting@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 resolution 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 email 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 email 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.
- 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). If you are an Individual shareholder 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 for procuring user id and password for e-voting by providing above mentioned documents.
- In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, individual shareholders holding securities in demat mode are allowed to vote, by way of single login credential, through their demat accounts/websites of Depositories and Depository Participants. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.



Explanatory Statement in respect of Special Business
(Pursuant to Section 102 and Section 110 of the Companies Act, 2013)

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on March 16, 2022, has appointed Mr. Uttam Prakash Agarwal (DIN: 00272983) as an Additional Director (designated as Non-Executive Independent Director) effective March 16, 2022.

As per Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), effective January 1, 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Mr. Agarwal has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014 ("Appointment Rules"), with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). The Company has also received his consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of the Appointment Rules and intimation in Form DIR 8 in terms of Section 164 of the Companies Act, 2013 (the "Act") to the effect that he is not disqualified from being appointed as a Director.

The Company has received notice under Section 160 of the Act from a Member proposing the candidature of Mr. Uttam Prakash Agarwal as an Independent Director of the Company. The Company has also received a declaration of independence from Mr. Uttam Prakash Agarwal. In the opinion of the Board, Mr. Uttam Prakash Agarwal fulfills the conditions specified in Section 149(6) and Schedule IV of the Act, the Appointment Rules, and Regulation 16(1) (b) of SEBI LODR for being eligible for his appointment as an Independent Non-Executive Director on the Board of Directors of the Company and he is independent of the management.

Further, Mr. Agarwal has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. He has also confirmed that he is not debarred from holding the office of a Director by virtue of any order passed by SEBI or any such authority.

Mr. Uttam Prakash Agarwal is a Chartered Accountant with three decades of experience in taxation, finance and restructuring, having worked extensively in areas such as statutory audit, income leakage audit, Concurrent Audit, Stock Audit of public sector banks. He also has rich experience in providing tax and business advisory services to private equity investors, banks, investment banks, brokerage houses and finance companies. He was a Technical Advisor on the Board of International Federation of Accountants (IFAC), Developing Nations Committee (DNC) of IFAC and Small and Medium Practices Committee (SMP) of IFAC. A brief profile of Mr. Uttam Prakash Agarwal is given separately as Annexure to this Notice.

Considering the vast experience of Mr. Uttam Prakash Agarwal in the field of taxation, finance and restructuring, the Board of Directors is of the opinion that it is desirable to appoint him as an Independent Director for a period of five consecutive years from March 16, 2022 to March 15, 2027.



Electronic copy of the draft letter for appointment of Mr. Uttam Prakash Agarwal as an Independent Non-Executive Director setting out the terms and conditions of his appointment shall be available under Investors' section of the website of the Company at www.3i-infotech.com.

Except Mr. Uttam Prakash Agarwal, 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 as set out in the Notice.

Additional information in respect of Mr. Uttam Prakash Agarwal 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.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board recommends resolution as set out in the accompanying notice for approval of the Members of the Company by way of a Special Resolution.

Additional Information as required to be disclosed under Regulation 36(3) 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:

Name of the Director	Uttam Prakash Agarwal
DIN	00272983
Age	58 years
Qualification	Chartered Accountant He also holds honorary membership of the Institute of Chartered Accountants of Australia and CPA Australia (Certified Public Accountant of Australia)
Experience	30 years
Date of first appointment on the Board of Directors	March 16, 2022
Relationship with other Directors, Manager and Other Key Managerial Personnel of the Company	None
Skills and capabilities required for the role of an Independent Director and the manner in which Mr. Uttam Prakash Agarwal meets such requirements	Nomination and Remuneration Committee has identified expertise in taxation and finance as the skills and capabilities required for the role. Mr. Uttam Prakash Agarwal is a Chartered Accountant having vast experience in finance and providing tax and business advisory services to private equity investors, banks, investment banks, brokerage houses and finance companies. He was also a Technical Advisor on the Board of International Federation of Accountants (IFAC), Developing Nations Committee (DNC) of IFAC and Small and Medium Practices Committee (SMP) of



	IFAC. Thus, he meets the requirements laid down by Nomination and Remuneration Committee.
Nature of expertise in specific functional areas	He is a Chartered Accountant with 3 decades of experience in taxation, finance and restructuring having worked extensively in areas such as statutory audit, income leakage audit, Concurrent Audit, Stock Audit of public sector banks. He also has rich experience in providing tax and business advisory services to private equity investors, banks, investment banks, brokerage houses and finance companies.
Brief Resume of the Director	Given separately as an Annexure to this Notice.
Directorships held in other Companies	<ol style="list-style-type: none"> 1. Trinity Alternative Investment Managers Limited (unlisted) – as Nominee Director 2. Mirae Asset Trustee Company Private Limited (unlisted) – as Independent Director 3. Intensive Fiscal Services Private Limited (unlisted) – as Independent Director 4. Planify Capital Limited (unlisted) – as Independent Director
Membership/ Chairmanship of committees of other boards	<ol style="list-style-type: none"> 1. Mirae Asset Trustee Company Private Limited (Audit Committee- Chairman) 2. Trinity Alternative Investment Managers Limited (Nomination and Remuneration Committee- Member)
Listed entities from which the Director has resigned in the past three years	<ol style="list-style-type: none"> 1. Globe International Carriers Limited 2. Yes Bank Limited
Disclosure of relationships between directors inter-se	None
Shareholding in the Company as on the date of this Notice (including as a beneficial owner)	NIL
Details of remuneration last drawn	Not Applicable
Details of remuneration sought to be paid	Apart from the reimbursement of expenditure incurred for attending meetings of the Board and committees as applicable and sitting fees payable in accordance with the Company's policies, no other remuneration will be paid by the Company to Mr. Uttam Prakash Agarwal (if appointed as Non-Executive Independent Director of the Company).
Terms and conditions of appointment	Appointment as an Independent Non- Executive Director for a term of 5 consecutive years with effect from March 16, 2022.
Number of Board Meetings attended during the year	Not Applicable. (Till the date of this Notice, Mr. Uttam Prakash Agarwal was not a Director on the Board of Directors of the Company.)



Brief profile of Mr. Uttam Prakash Agarwal (DIN:00272983)

Mr. Uttam Prakash Agarwal is a Chartered Accountant with 3 decades of experience in taxation, finance and restructuring having worked extensively in areas such as statutory audit, income leakage audit, Concurrent Audit, Stock Audit, of public sector banks under RBI's appointment. He also has experience of Companies Audit and Special Audit of Bharat Petroleum, Hindustan Petroleum, Indian Oil & Larsen Turbo, appointed by Central Board of Excise & Customs. He has carried out statutory Audit of Public sector undertakings & Mutual Funds appointed by The Comptroller Auditor General of India.

He also has rich experience in providing tax and business advisory services to private equity investors, banks, investment banks, brokerage houses and finance companies.

He was a Technical Advisor on the Board of International Federation of Accountants (IFAC), Developing Nations Committee (DNC) of IFAC and Small and Medium Practices Committee (SMP) of IFAC. He has also been a Member of the Central Direct Taxes Advisory Committee (CDTAC) constituted by the Central Board of Direct Taxes, Department of Revenue, Ministry of Finance, Government of India and Regional Direct Taxes Advisory Committee (RDTAC), New Delhi; the National Advisory Committee on Accounting Standards constituted by the Ministry of Corporate Affairs, Government of India; the Audit Advisory Board and the Government Accounting Standards Advisory Board constituted by the Comptroller and Auditor General of India. He was formerly nominated by the Ministry of Finance between 2009 and 2021 as the member of the Disciplinary Committee constituted by the Council of the Institute of Actuaries of India.

He has been instrumental in introducing a unique concept called UPACA Gurukul situated at Abu Road (Rajasthan). UPACA Gurukul is his effort to provide a comprehensive solution for all the problems faced by CA students. The philosophy that makes it a unique concept is that it provides CA classroom training, hostel facilities, articleship, finishing school and regular graduation, all under one roof. It incorporates various programs of soft skills and vocational courses which is essential in shaping the overall growth of students with the best surroundings and state-of-the-art facilities.

He has also been the youngest President of the Institute of Chartered Accountants of India (ICAI) in 2009-10 and has been acknowledged by former President of India, Smt. Pratibha Devisingh Patil, for his commendable work in the industry and presented with 'Recognition of Excellence Award'. He was also awarded with "UDAN 2011" by the Times of India Group Newspaper Navbharat Times.

He has also been contributing his expertise as:

- Member on the Board of Insurance Regulatory and Development Authority (IRDA), Member on the Board of Tariff Advisory Committee of IRDA and also a member of Standing Committee on Accounting Issues (SCAI) constituted by IRDA.
- Member of Sub-Committee (Audit) of the Board for Financial Supervision of Reserve Bank of India.
- Member of IFRS Core Group under the Chairmanship of Secretary, Ministry of Corporate Affairs.
- Member on the Committee on Internal Audit constituted by the Office of Controller General of Accounts, Government of India.
- Member on the Board of the Confederation of Asian and Pacific Accountants (CAPA) and CAPA Sub-committee on Environmental Accounting.



- Member on the Board of South Asian Federation of Accountants (SAFA) and Chairman of SAFA, SMP Committee.
- Advisor to Salasar Techno Engineering Ltd. and Payaash Holdings PTE Limited and Group Advisor to Urja Global Limited.

As a prolific speaker, he has addressed various conferences, seminars and workshops, organized nationally and internationally by ICAI and has authored several books as well.

Registered Office:

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

March 16, 2022

By Order of the Board

Sd/-

Varika Rastogi
Company Secretary
FCS No.: F7864