



3i Infotech Limited

CIN: L67120MH1993PLC074411

Registered Office: Tower # 5, International Infotech Park,

Vashi, Navi Mumbai - 400 703, Maharashtra, India

Tel No: 022 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]

REMOTE E-VOTING STARTS ON	REMOTE E-VOTING ENDS ON
Saturday, May 27, 2023, at 9:00 a.m. (IST)	Sunday, June 25, 2023, at 5:00 p.m. (IST)

Dear Member(s),

Notice of postal ballot ("**Notice**") is hereby given to the Members 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 resolutions annexed hereunder are proposed to be passed by the members of the Company by way of postal ballot via remote electronic voting ("**remote e-voting**"). The Explanatory Statement pursuant to Section 102 of the Act, setting out the material facts for the proposed resolutions is appended below for consideration of the Members.

The Ministry of Corporate Affairs, Government of India ("**MCA**") vide its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 (collectively referred to as the "**MCA Circulars**") has prescribed the process for convening of extraordinary general meetings through Video Conferencing ("**VC**") or Other Audio Visual Means ("**OAVM**") and passing of resolutions through postal ballot in accordance with the framework provided in the aforesaid circulars till September 30, 2023. In accordance with the MCA circulars, Resolutions as set out in this Notice to transact the special businesses as set out hereunder by passing Special Resolutions are proposed to be passed by the Members of the Company through Postal Ballot by way of Remote e-voting only.

In compliance with the MCA Circulars, Notice is being sent only in electronic form to all the Members who have registered their email addresses with the Company or depository/ depository participants/Registrar & Transfer Agent to enable them to cast their votes electronically. Accordingly, physical copy of the Notice along with postal ballot form and pre-paid business reply envelope are not being sent to the Members.



For the purpose of Remote e-voting, the Company has engaged the services of National Securities Depository Limited (“NSDL”), 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. Atul Mehta (Membership No. F 5782) and failing him Ms. Ashwini Inamdar (Membership No. F9409) Partners of M/s. Mehta & Mehta, 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 on or before Tuesday, June 27, 2023. The declared results along with the report of the scrutinizer will be displayed on the Company's website i.e. www.3i-infotech.com besides being communicated to the stock exchanges and NSDL. The last date for receipt of votes vide Remote e-voting i.e., Sunday, June 25, 2023 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 issued by the Institute of Companies Secretaries of India.

SPECIAL BUSINESS

1. APPROVAL OF “3i INFOTECH EMPLOYEE STOCK OPTION PLAN 2023”

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, the Memorandum and Articles of Association of the Company, Foreign Exchange Management Act, 1999, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “SEBI LODR”), SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as “SEBI SBEB & SE Regulations”) and subject to such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals and permissions consent of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include the Nomination and Remuneration Committee which the Board has constituted and delegated authority in order to exercise its powers, including the powers, conferred by this resolution and under Regulation 5 of the SEBI SBEB & SE Regulations) to create, offer, issue and allot such number of equity shares not exceeding 1,00,00,000 (One crore only) fully paid-up equity shares of the Company of face value of Rs. 10/- (Rupees Ten) each under ‘3i Infotech Employee Stock Option Plan 2023’ (hereinafter referred to as the “ESOP 2023”), by way of issuance of employee stock options (“Options”), to such persons who are permanent employees of the Company including Directors (other than Promoters or person belonging to the promoter group of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), whether whole-time or otherwise, whether working in India or out of India and selected by the Board in its sole and absolute discretion (“Eligible Employees”), at such price or prices, in one or more tranches and on such terms and conditions, as may be fixed or determined by the Board in accordance with the ESOP 2023 and applicable laws.

RESOLVED FURTHER THAT consent of the members of the Company be and is hereby accorded to authorize Board and any committee formed for this purpose to issue and allot equity shares to the Eligible Employees from time to time in accordance with the ESOP 2023 and other applicable laws and such equity shares shall rank pari passu in all respects with the existing equity shares provided that the grant of Options to any one Eligible Employee in a year shall be less than 1% (one percent) of the issued and paid-up equity share capital (excluding outstanding warrants and conversions) of the Company at the time of grant of Options.



RESOLVED FURTHER THAT pursuant to Regulation 7(5) of the SEBI SBEB & SE Regulations, the Company may re-price the Options which are not exercised, whether or not they have been vested, if ESOP 2023 was rendered unattractive due to fall in price of the equity shares in the stock market, provided the same is not detrimental to the interests of the Eligible Employees.

RESOLVED FURTHER THAT the Board be and is hereby empowered to make fair and reasonable adjustment in its sole and absolute discretion, in accordance with applicable laws, to the terms of grant made under the ESOP 2023 in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/ undertaking or other re-organization, change in capital, or sub-division or consolidation of equity shares.

RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to formulate, evolve, decide upon, bring into effect and implement the ESOP 2023 and to modify, change, vary, alter, amend, revise, suspend or terminate the ESOP 2023, subject to compliance with the applicable laws and regulations, including but not limited to, amendment (s) with respect to price, period, eligibility criteria or to suspend, withdraw, terminate or revise the ESOP 2023 in such manner as the Board may determine in its sole discretion and to do all such acts, deeds, matters and things as it may at its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and with regard to the equity shares to be issued pursuant to ESOP 2023, without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and/ or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of ESOP 2023 and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB & SE Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOP 2023.

RESOLVED FURTHER THAT Mr. Thompson Gnanam, Managing Director & Global CEO and Mrs. Varika Rastogi, Company Secretary be and are hereby severally authorized to take necessary steps for listing of equity shares to be allotted under ESOP 2023 on the Stock Exchanges, where equity shares of the Company are listed.

RESOLVED FURTHER THAT Mr. Thompson Gnanam, Managing Director & Global CEO, Mr. Sanjay Rawa, Chief Financial Officer, Mrs. Varika Rastogi, Company Secretary and Mr. Mohan TS, Chief Human Resource Officer be and are hereby severally authorized to do all such acts, deeds and things, as they may deem necessary including appointment of Merchant Bankers, Brokers and other Advisors, Consultants or Representatives as may be required, being incidental to the effective implementation and administration of ESOP 2023 and make applications to the appropriate authorities for their requisite approvals and settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard."

2. APPROVAL OF "3i INFOTECH EMPLOYEE STOCK OPTION PLAN 2023" FOR ELIGIBLE EMPLOYEES OF SUBSIDIARY COMPANIES OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, and rules framed thereunder, the Memorandum and Articles of



Association of the Company, Foreign Exchange Management Act, 1999, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “SEBI LODR”), SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as “SEBI SBEB & SE Regulations”) and subject to such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include the Nomination and Remuneration Committee which the Board has constituted and delegated authority in order to exercise its powers, including the powers, conferred by this resolution and under Regulation 5 of the SEBI SBEB & SE Regulations) to create, offer, issue and allot such number of equity shares not exceeding 1,00,00,000 (One crore only) fully paid-up equity shares of the Company of face value of Rs. 10/- (Rupees Ten) each under ‘3i Infotech Employee Stock Option Plan 2023’ (hereinafter referred to as the “ESOP 2023”), by way of issuance of employee stock options (“Options”), to such persons who are permanent employees of any existing or future subsidiary(ies) of the Company, whether working in India or out of India, including Directors (other than Promoters or person belonging to the promoter group of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), whether whole-time or otherwise of such existing or future subsidiary(ies) of the Company, whether working in India or out of India and selected by the Board in its sole and absolute discretion (“Eligible Employees”), at such price or prices, in one or more tranches and on such terms and conditions, as may be fixed or determined by the Board in accordance with the ESOP 2023 and applicable laws.

RESOLVED FURTHER THAT consent of the members of the Company be and is hereby accorded to authorize Board and any committee formed for this purpose to issue and allot equity shares to the Eligible Employees from time to time in accordance with the ESOP 2023 and other applicable laws in force and such equity shares shall rank pari passu in all respects with the existing equity shares provided that the grant of Options to any one Eligible Employee in a year shall be less than 1% (one percent) of the issued and paid-up equity share capital (excluding outstanding warrants and conversions) of the Company at the time of grant of Options.

RESOLVED FURTHER THAT pursuant to Regulations 7(5) of the SEBI SBEB & SE Regulations, the Company may re-price the Options which are not exercised whether or not they have been vested, if ESOP 2023 was rendered unattractive due to fall in price of the equity shares in the stock market, provided the same is not detrimental to the interests of the Eligible Employees.

RESOLVED FURTHER THAT the Board be and is hereby empowered to make fair and reasonable adjustment, in its sole and absolute discretion in accordance with applicable laws, to the terms of grant made under the ESOP 2023 in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/ undertaking or other re-organization, change in capital, or sub-division or consolidation of equity shares.

RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to formulate, evolve, decide upon, bring into effect and implement the ESOP 2023 and to modify, change, vary, alter, amend, revise, suspend or terminate the ESOP 2023, subject to compliance with the applicable laws and regulations, including but not limited to, amendment (s) with respect to price, period, eligibility criteria or to suspend, withdraw, terminate or revise the ESOP 2023 in such manner as the Board may determine in its sole discretion and to do all such acts, deeds, matters and things as it may at its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and with regard to the equity shares to be issued pursuant to ESOP 2023, without being



required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and / or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of ESOP 2023 and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB & SE Regulations and any other applicable laws and regulations to the extent relevant and applicable to ESOP 2023.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient to extend the benefits of ESOP 2023 for employees of its Subsidiary Company(ies) and to do all other things incidental to and ancillary thereof."

Registered Office:

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

Place: Navi Mumbai

Date: May 6, 2023

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

Sd/-

Varika Rastogi

Company Secretary

FCS 7864



NOTES:

1. The Explanatory statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (the "Act") containing material facts for the proposed resolutions, is annexed hereto and forms part of the Notice.
2. The 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, May 19, 2023**.
3. 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, May 19, 2023**, 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 Resolutions set forth in this Notice. Any recipient of the Notice who is not a Member of the Company as on cut-off date should treat this Notice for information purpose only.
4. 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.
5. In line with the MCA Circulars, the Notice is being sent only by electronic mode to those members whose email addresses are registered with the Company/Depositories/Registrar & Transfer Agent. Members may please note that the Notice will also be available on the Company's website at www.3i-infotech.com and on the website of NSDL at www.evoting.nsdl.in . The notice can also be assessed from the websites of stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
6. Pursuant to the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended) from time to time, Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) and Regulation 44 of SEBI LODR read with MCA circulars, the Company has provided the facility to the Members to exercise their votes electronically to vote on the resolutions through e-voting service facility arranged by NSDL. The instructions for remote e-voting are provided as part of this Notice.
7. The relevant documents referred to in the Notice and 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. Sunday, June 25, 2023.
8. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/ MIRSD/RTAMB/P/CIR/2021/655 dated November 3, 2021, the Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by sending duly filled in Form ISR-1 available on the Company's website: www.3i-infotech.com along with relevant enclosures to the Company's Inhouse RTA, at the registered office of the Company or scanned copies of the documents may alternatively be mailed to the Company on the email id investors@3i-infotech.com. Members holding shares in demat form who have not updated their email addresses with the depository/depository participant are requested to approach the concerned depository participant to update their email addresses.







9. Institutional Members (i.e. other than individuals, HUFs/ NRIs etc.) are required to send scanned copy (PDF/JPEG Format) of the relevant board resolution/power of attorney /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 info@mehta-mehta.com with a copy marked to evoting@nsdl.co.in.
10. 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.
11. 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.
12. The resolutions passed by the Members through Postal Ballot is deemed to have been passed as if the same has been passed at a general meeting of the Members.
13. **Instructions for Members for Remote e-voting:**
 - a) The e-voting period will commence at 09:00 a.m. (IST) on Saturday, May 27, 2023 and end at 05:00 p.m. (IST) on Sunday, June 25, 2023. 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, May 19, 2023, may cast their vote by remote e-voting. 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) 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.nsdl.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.nsdl.com/. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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. 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 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. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="630 1630 1139 1926"> <p>NSDL Mobile App is available on</p> <div>   </div> <div>   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. 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.

	<p>The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <ol style="list-style-type: none"> After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting 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 or joining virtual meeting & voting during the meeting. 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. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> 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 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.

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.: 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 helpdesk.evoting@cdslindia.com or contact at toll free No. 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 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.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Shri Sanjeev Yadav, Assistant Manager–NSDL at evoting@nsdl.co.in or contact at NSDL, 4th Floor, ‘A’ Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013., 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:

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

The 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 Item Nos. 1 and 2
(Pursuant to Sections 102 and 110 of the Companies Act, 2013)

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share-based compensation plan.

Your Company, therefore, intends to implement the **3i Infotech Employee Stock Option Plan 2023 ("ESOP 2023")**, with a view to attract and retain key talents working with the Company and its subsidiary company(ies), by way of rewarding their performance and motivating them to contribute to the overall growth of the Company.

Pursuant to provisions of Section 62(1)(b) of the Companies Act, 2013 and Rules made thereunder and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "SEBI SBEB & SE Regulations"), the Company seeks members' approval in respect of the ESOP 2023 and grant of employee stock options thereunder ("Options") to such persons who are permanent employees of the Company and Subsidiary Companies, including Directors (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), whether whole-time or otherwise, whether working in India or out of India ("Eligible Employees"), as may be decided by the Nomination and Remuneration Committee of the Board of Directors of the Company on such terms and conditions from time to time in due compliance of the SEBI SBEB & SE Regulations and other applicable laws, if any.

Accordingly, based on the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, the proposal for approval of ESOP 2023 is being placed before the Members of the Company.

The main features of the ESOP 2023 are as under:

1. Brief Description of the ESOP 2023:

ESOP 2023 contemplates grant of options to the Eligible Employees as may be determined by the Nomination and Remuneration Committee, in due compliance of the SEBI SBEB & SE Regulations. After vesting the Eligible Employees earn a right (but not an obligation) to exercise the vested options within predefined exercise period and obtain equity shares of the Company, subject to payment of exercise price and satisfaction of tax obligation arising thereon.

The objectives of the ESOP 2023 are:

- a. create a sense of ownership and participation amongst the employees;
- b. motivate the employees with incentives and reward opportunities;
- c. drive entrepreneurship mindset of value creation for the organization;
- d. provide means to enable the Company to attract and retain appropriate human talent in the employment of the Company; and
- e. achieve sustainable growth of the Company and the creation of shareholder value by aligning the interests of the employees with the long-term interests of the Company.



2. Total number of Options to be granted and Equity Shares to be issued and allotted

The total number of Options to be granted under ESOP 2023 shall not exceed 1,00,00,000 (One Crore only) which upon exercise shall be convertible into not more than 1,00,00,000 (One Crore only) equity shares of the Company having face value of Rs. 10 (Rupees Ten) each fully paid-up.

The SEBI SBEB & SE Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment be made to the benefits granted to the Eligible Employee under a stock option Plan. Accordingly, a fair and reasonable adjustment shall be made to the above ceiling and/or the Exercise Price and/or the Exercise Period and/or the Vesting criteria by the Nomination and Remuneration Committee subject to compliance of the SEBI SBEB & SE Regulations and other applicable law.

Options which lapse/expire or are forfeited are eligible to be reissued as fresh grant.

The maximum number of Options to be granted to any single Eligible Employee in a year shall not exceed 1% (one percent) of the issued and paid-up share capital (excluding outstanding warrants and conversions) of the Company, unless a separate approval is obtained from the members of the Company by way of special resolution.

3. Identification of classes of employees entitled to participate in ESOP 2023:

Following classes of employees, are entitled to participate in ESOP 2023:

- a. Permanent employees of the Company working in India or out of India;
- b. Directors of the Company, whether whole-time or not; and
- c. Permanent employees and directors of the Subsidiaries, working in India or out of India, if any.

Following classes of employees are not eligible to participate in the ESOP 2023:

- a. an employee or director who is a promoter or belongs to the promoter group;
- b. a director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company; and
- c. an independent director within the meaning of the Companies Act, 2013.

Employees and Directors to whom options would be granted would be determined by the Nomination and Remuneration Committee in its absolute discretion and as per the applicable laws.

4. Transferability of the Options under the ESOP 2023:

Any Option granted cannot be assigned, alienated, pledged, attached, hypothecated, sold or otherwise transferred or encumbered by the Eligible Employee except upon death or permanent disability of the Eligible Employee (in which case the Options will be exercisable by the nominee, as selected by the Eligible Employee). Any purported assignment, alienation, pledge, attachment, sale, transfer or encumbrance not permitted under ESOP 2023 shall be void and unenforceable against the Company.



5. Requirements of vesting and period of vesting

The Options granted shall vest in accordance with the terms of each grant under ESOP 2023, so long as an employee continues to be in the employment of the Company or the Subsidiaries, as the case may be. The Nomination and Remuneration Committee shall inter alia consider the following factors to determine the Vesting criteria/period, namely, the performance of the Eligible Employee, expertise of the Eligible Employee, achievement or expected achievement of key performance indicators by the Eligible Employee, etc. subject to the terms and conditions of the ESOP 2023 and SEBI SBEB & SE Regulations. There shall be minimum period of 1 (one) year between the grant of Options and vesting of Options.

6. Maximum period within which Options shall be vested

All the Options granted on any date shall vest not later than 5 years from the date of grant.

7. Exercise Price

Details of the Exercise Price are mentioned in the ESOP 2023. In any event, the Exercise Price will not be below the par value of the Equity Shares.

The Nomination and Remuneration Committee will, in accordance with ESOP 2023 and applicable laws, lay down the procedure for making a fair and reasonable adjustment to the number of Options and/or to the Exercise Price or the resultant shares arising out of exercise of Options in case of any corporate action in accordance with SEBI SBEB & SE Regulations and shall provide necessary procedures and/or mechanism for exercising such Options subject to applicable laws, rules and regulations.

8. Exercise Period and the process of Exercise

The Exercise Period shall commence from the date of vesting and expire not later than 60 (Sixty) calendar months from the relevant vesting date.

The option holder may exercise the vested Options within the Exercise Period. In the event the option holder fails to exercise his vested Options within the Exercise Period then such vested Options shall lapse and revert to the plan pool. The Company and/or the Nomination and Remuneration Committee will not have any obligation towards such option holder with respect to such lapsed Options.

To exercise the Options, the option holder will be required to submit an exercise letter to the Company in such manner and in such format as provided in the ESOP 2023 or otherwise as may be prescribed by the Nomination and Remuneration Committee from time to time, which shall be annexed with the letter of grant.

9. Lock-in period

The Equity Shares allotted upon exercise of Options shall not be subject to any lock-in period.



10. Appraisal process for determining the eligibility of employees under ESOP 2023

The eligibility criteria and appraisal and selection of the eligible employees are provided in ESOP 2023.

11. Maximum number of options to be granted per employee and in aggregate under ESOP 2023

The maximum number of Options that may be granted to an Eligible Employee under ESOP 2023 will be determined by the Nomination and Remuneration Committee on a case to case basis. No single Eligible Employee will be granted Options in a year which entitles him to 1% (one percent) or more in a year of the issued and paid-up equity share capital (excluding outstanding warrants and options) of the Company on the date of grant of Options.

12. Maximum quantum of benefits to be provided per employee under ESOP 2023

No benefits other than by way of grant of Options is envisaged under ESOP 2023.

13. Whether ESOP 2023 is proposed to be implemented and administered directly by the Company or through a trust

ESOP 2023 shall be implemented and administered directly by the Company.

14. Whether ESOP 2023 involves new issue of shares by the Company or secondary acquisition by the trust or both

ESOP 2023 contemplates primary issue of shares by the Company.

15. Amount of loan to be provided for implementation of ESOP 2023 by the Company to the trust, its tenure, utilization, repayment terms, etc.

Not applicable

16. Maximum percentage of secondary acquisition

Not applicable

17. Accounting and Disclosure Policies

The Company shall follow the 'Guidance Note on Accounting for Employee Share-based Payments' and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including the disclosure requirements prescribed therein along with the requirements of Regulation 15 of SEBI SBEB & SE Regulations.

18. Method of Valuation

The Company shall adopt the method for valuations of options as per the Accounting Standards followed by the company.



19. Declaration

In case, the Company opts for expensing of using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the stock options shall be disclosed in the Directors' Report and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

20. Terms & conditions for buyback, if any, of specified securities/ Options covered granted under ESOP 2023

Subject to the provisions of the prevailing applicable laws, the Committee shall determine the procedure for buy-back of Options granted under ESOP 2023 if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

Consent of the Members is being sought by way of special resolutions pursuant to Section 62(1)(b) of the Companies Act, 2013 and as per Regulation 6 of the SEBI SBEB & SE Regulations and all other applicable provisions of law, if any.

The Options to be granted under ESOP 2023 shall not be treated as an offer or invitation made to the public for subscription of securities of the Company.

A draft copy of ESOP 2023 is available for inspection at the Company's Registered Office and Corporate Office during official hours on all working days (excluding Saturday, Sunday and Public holidays) till the last date of e-voting i.e. Sunday, June 25, 2023.

None of the Independent Directors of the Company and their relatives are concerned or interested, financially or otherwise in the resolutions stated at Item Nos. 1 & 2. Other Directors and Key Managerial Personnel of the Company including their relatives may be deemed to be concerned or interested in these resolutions only to the extent of their respective Shareholding in the Company and number of Options that may be granted to them (along with the resultant Equity Shares issued) in accordance with the ESOP 2023.

The Board recommends passing of the special resolutions as set out under Item Nos. 1 and 2 of the Notice for approval of the Members.

Registered Office:

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

Place: Navi Mumbai

Date: May 6, 2023

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

Sd/-

Varika Rastogi
Company Secretary
FCS 7864