



3i Infotech Limited

Corporate Identification Number (CIN) : L67120MH1993PLC074411
Registered Office : Tower # 5, 3rd to 6th Floors,
International Infotech Park,
Vashi, Navi Mumbai - 400 703
Tel No : (91-22) 6792 8000 **Fax No** : (91-22) 6792 8098
E-mail : investors@3i-infotech.com **Website** : www.3i-infotech.com

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

Dear Members,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Postal Ballot Rules"), seeking approval from the Members of 3i Infotech Limited (the "Company") for passing the following proposed Resolutions as Special Resolutions:

1. Allotment of equity shares on a preferential basis and
2. Conversion of loans into equity shares.

The resolutions and the relevant explanatory statements setting out the material facts and the reasons for the resolutions are appended herewith along with a Postal Ballot Form for your consideration.

The Company has, in compliance with Rule 22(5) of the Postal Ballot Rules, appointed Mr. Keyoor Bakshi, Partner, BNP & Associates, Company Secretaries or failing him, Mr. Jatin Popat, Partner, BNP & Associates, Company Secretaries as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot Form sent herewith and return the form duly completed in the attached self addressed postage prepaid envelope so as to reach the Scrutinizer on or before the close of working hours i.e. 6:00 p.m. on Thursday, May 28, 2015. In case you are exercising your vote in the Postal Ballot through e-voting, please refer the instructions for the same in the notes annexed to this Notice. The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny of votes. The results of the Postal Ballot will be announced on Tuesday, June 2, 2015. The results of the Postal Ballot will also be displayed on the website of the Company (www.3i-infotech.com) besides being communicated to the National Stock Exchange of India Limited and BSE Limited. The Resolutions will become effective on and from the date of announcement of the results.

RESOLUTIONS:

Item No. 1

Allotment of equity shares on a preferential basis

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

RESOLVED that subject to the provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (along with the rules provided thereunder), including any modifications thereto or any re-enactment thereof,

the regulations/guidelines, if any, issued/prescribed by the Government of India, Securities and Exchange Board of India (SEBI) (including the provisions of Chapter VII and other applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (the "SEBI Regulations")) and the Reserve Bank of India and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, the listing agreements entered into by the Company with the respective stock exchanges where the equity shares of the Company are listed and all other concerned and relevant authorities from time to time, to the extent applicable and subject to such approvals of relevant statutory/government authorities as may be required, the consent, authority and approval 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 include any Committee(s) and/or any of the Director(s) or person(s) authorized by the Board to exercise powers conferred by this Resolution to the extent permitted by law) to offer, issue and allot, in terms of the Master Restructuring Agreement dated March 30, 2012 and any amendments made thereto ("MRA"), the Letter of Approval dated March 29, 2012 issued by the Corporate Debt Restructuring Cell ("CDR Package") and the Deed of Accession dated January 2, 2015, fully paid-up equity shares of face value of ₹10/- each against the conversion of part of certain outstanding credit facilities granted by DBS Bank Limited ("DBS") (in its capacity as a CDR Lender), including interest (outstanding and accrued) (in one or more tranches) at a price of ₹19.74/- each, provided the total number of equity shares to be issued shall be upto 1,69,70,618 equity shares of ₹10/- each.

RESOLVED further that the equity shares to be issued and allotted on a preferential basis as aforesaid shall rank pari passu in all respects inter se and with the existing equity shares of the Company.

RESOLVED further that the Board be and is hereby authorized in its entire discretion to decide to proceed with the issue of equity shares as contemplated above and for the purpose of giving effect to this offer, issue and allotment of equity shares, to do all such acts, deeds, matters and things as it may at its absolute discretion deem necessary or appropriate for such purpose.

Item No. 2

Conversion of loans into equity shares

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

RESOLVED that pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 and the rules prescribed thereunder, including any modifications thereto or any re-enactment thereof, the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee(s) and/or any of the Director(s)/Person(s) authorized by the Board to exercise powers conferred by this Resolution to the extent permitted by law) be and is hereby authorized to issue and allot such number of equity shares of face value of ₹ 10/- each against conversion of the outstanding amounts of the loan facilities provided by DBS Bank Limited ("DBS") in accordance with the terms of the Master Restructuring Agreement dated March 30, 2012 and any amendments made thereto ("MRA"), the Letter of Approval dated March 29, 2012 issued by the Corporate Debt Restructuring Cell (the "CDR Package") and the Deed of Accession dated January 2, 2015, provided that the issuance and allotment of equity shares shall not exceed the amount of principal and interest outstanding as on the date of default, on the exercise by DBS (in its capacity as a CDR lender) of the option to convert whole or part of their loans, subject to a notice of at least 30 (thirty) days from DBS (in its capacity as a CDR lender) to the Company (hereinafter referred to as the "Notice of Conversion"). The conversion by DBS shall be in accordance with the following conditions:

- (i) On receipt of the Notice of Conversion, the Company shall issue and allot the requisite number of fully paid-up equity shares to DBS and DBS shall accept the same in satisfaction of its loans so converted, as envisaged under the CDR Package;
- (ii) The part of the said loans so converted shall cease to carry interest as from the date of conversion and the said loans shall correspondingly stand reduced. Upon such conversion, the repayment installments payable after the date of conversion as per the CDR Package shall stand reduced proportionately by the amounts of the said loans so converted;
- (iii) The equity shares so allotted and issued to DBS shall rank pari passu inter se and with the existing equity shares of the Company in all respects, inter alia, the dividends and other distributions declared or to be declared in respect of the equity capital of the Company and
- (iv) In the event DBS exercises the conversion right as aforesaid, the Company shall, at its cost, apply to the stock exchanges, where the equity shares of the Company are listed, for the listing of the equity shares issued to DBS as a result of the conversion.

Notes:

- (a) The explanatory statement with reasons for proposing the resolutions as stated in the Notice is annexed hereto.
- (b) The Postal Ballot Notice is being sent to all the Members whose names appear in the Register of Members / Statements of beneficial ownership maintained by the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the close of business hours on Friday, April 10, 2015.
- (c) The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on Friday, April 10, 2015.
- (d) In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, this Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their Depository Participants (DP) (in respect of shares held in electronic form) and made available to the Company by the Depositories. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form through Speed Post / Registered Post / Courier.
- (e) The Members holding shares in physical form are requested to notify change in their address, if any, to the Company at the Registered Office. The Members holding shares in electronic form may update such details with their respective Depository Participant(s).
- (f) In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 to the extent applicable and Clause 35B of the Listing Agreements entered into with the stock exchanges, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically.
- (g) Kindly note that the Members can opt for only one mode of voting i.e. either by post or by e-voting. If the Members opt for e-voting, then they should not vote by post and vice versa. However, in case Members cast their vote by post and e-voting, then voting done through e-voting shall prevail and voting done by post will be treated as invalid.

- (h) In case a Member is desirous of obtaining Postal Ballot Notice or Form in printed form or a duplicate one, the Member may write to the Company or send an e-mail to investors@3i-infotech.com.
- (i) The Postal Ballot Notice has been uploaded on the Company's website viz. www.3i-infotech.com and www.evoting.nsdl.com.
- (j) All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts are open for inspection by the Members at the Registered Office of the Company between 10:30 a.m. and 12:30 p.m. on all working days (except Saturdays, Sundays and National Holidays) from the date hereof up to Thursday, May 28, 2015.
- (k) **Instructions for Voting:**

A. Through Physical Postal Ballot Form:

1. A member desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send the duly signed form to the Scrutinizer in the enclosed self-addressed postage prepaid Business Reply Envelope so as to reach the Scrutinizer before the close of working hours (i.e.. 6:00 pm) on Thursday, May 28, 2015. Any Postal Ballot Form received after the said date shall be treated as if the reply from the Member(s) has not been received.
2. Postage charges will be borne and paid by the Company. However, in case a Member sends the Postal Ballot Form by courier or registered post or delivers it in person at his expense, such Postal Ballot Forms will also be accepted.
3. No other form or photocopy of the Postal Ballot Form will be permitted/ accepted.

B. Through E-Voting:

In case of Members receiving Postal Ballot intimation by e-mail:

1. Open e-mail received from NSDL and open PDF file viz. "3i-Infotech e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
2. Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/>.
3. Click on Shareholder – Login.
4. Put user ID and password as initial password as mentioned in step 1 above. Click Login.
5. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and to take utmost care to keep your password confidential.
6. In case you have already registered with NSDL for e-voting before and have an existing password corresponding to this user ID, ignore points 1, 4 and 5 above and login with your user ID.
7. Home page of e-voting opens. Click on E-voting: Active E-voting Cycles.
8. Select "EVEN" (E Voting Event Number) of 3i Infotech Limited.
9. Now you are ready for e-voting as Cast Vote page opens.

10. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
11. Upon confirmation, the message "Vote cast successfully" will be displayed.
12. Please note that once you have voted on the resolution and clicked on "Submit" and "Confirm", you will not be allowed to modify your vote.
13. Institutional Members (i.e. other than individuals, HUFs, NRIs, etc.) are required to send scanned copy (PDF/JPEG format) of the relevant Board Resolution/Authority letter, etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to scrutinizer3iinfotechpb@gmail.com with a copy marked to evoting@nsdl.co.in.
14. You can also update your e-mail ID in the user profile details of the folio which may be used for sending future communication(s).

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

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

EVEN (E-Voting Event Number)	USER ID	PASSWORD

- (l) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and the e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsd.com.
- (m) The e-voting period will commence on Wednesday, April 29, 2015 at 9:00 a.m. and end on Thursday, May 28, 2015 (at the close of working hours) at 6:00 p.m. (both days inclusive). During this period, Members holding shares, either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by NSDL thereafter.

By Order of the Board



Ninad Kelkar
Company Secretary

Navi Mumbai
April 10, 2015

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

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

Item No. 1

In terms of the Corporate Debt Restructuring (“CDR”) mechanism envisaged under the guidelines issued by the Reserve Bank of India on August 23, 2011, the Company had restructured its rupee debts with various lender banks vide a Master Restructuring Agreement dated March 30, 2012, including amendments made thereto (“MRA”) signed for this purpose. In terms of the package agreed under the MRA (“CDR package”), certain portion of the secured/unsecured debt exposure of each lender as on October 01, 2011, the cut-off date of CDR and interest on the remaining exposure for the period October 01, 2011 till March 31, 2013 was serviced by allotting equity shares towards the same under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. The Members, vide a Special Resolution passed to this effect on May 31, 2012, had approved the aforesaid issuance of equity shares.

DBS Bank Limited (“DBS”), who had an exposure of ₹ 92.47 crores as on the cut-off date of CDR, did not participate in the CDR Package then. DBS has now agreed to join the CDR Package on the same terms as other CDR Lenders and has signed the necessary Deed of Accession for this purpose on January 2, 2015. Therefore, in terms of the package agreed under the MRA, DBS will have to be issued equity shares as under:

Particulars		₹ in crores
15% of Cash Credit Outstanding as on October 01, 2011		5.25
20% of Loan Outstanding as on October 01, 2011		11.50
Outstanding Interest from October 01, 2011 till March 31, 2013		16.75
Total amount (principal plus interest) to be converted into Equity Shares	(A)	33.50
Conversion Price (₹)	(B)	19.74
Total number of Equity Shares	(A ÷ B)	1,69,70,618

The said issuance of equity shares shall be in accordance with the provisions of Chapter VII - “Preferential Issue” of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time (“ICDR Regulations”) and other applicable laws in this regard.

The following details of the proposed preferential issue of equity shares are disclosed in accordance with the provisions of Companies Act, 2013 read with Rule 13 (2) of Companies (Share Capital and Debentures) Rules, 2014 and ICDR Regulations:

a) The Object of the Preferential Issue:

The object of the preferential issue is restructuring of outstanding debt of DBS by converting a portion of the debt and the interest payable to DBS into equity shares as envisaged under the CDR package.

b) The total number of shares/securities to be issued:

1,69,70,618 equity shares would be issued to DBS as per terms of the CDR package.

c) The Price at which the allotment is proposed:

The equity shares would be allotted at a price of ₹ 19.74/- per equity share, the price which was agreed upon as per the MRA.

d) The basis on which the price for issue of shares has been arrived at along with the Valuation Report of Registered Valuer:

The price for issue of shares has been determined as per the ICDR Regulations and not as per Valuation Report of Registered Valuer as per proviso of Rule 13 (1) of Companies (Share Capital and Debenture) Rules, 2014.

e) Relevant Date with reference to which the price has been arrived at:

In terms of Clause 71(a) of Chapter VII of the ICDR Regulations, the relevant date for the pricing of equity shares shall be the date of approval of the CDR package i.e. March 16, 2012. The conversion price arrived at as per this relevant date is ₹ 19.74/- per equity share.

f) Class of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to DBS (non-promoter) as mentioned above.

g) The intention of the Promoters, Directors and Key Managerial Personnel of the Company to subscribe to the proposed preferential offer:

None of the Promoters, Directors or Key Managerial Personnel intend to subscribe to the equity shares.

h) Proposed time within which the Preferential Issue shall be completed:

The equity shares will be allotted within the time limit specified under the ICDR Regulations.

i) The names of the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the Company consequent to the preferential issue:

The allotment is proposed to be made to DBS. 2.73% of total share capital as on April 10, 2015 would be held by DBS as CDR Lender post preferential issue. There will be no change in control as a result of this allotment.

j) The number of persons to whom allotment on a preferential basis is already made during the year in terms of securities as well as price:

During the year, 14,44,747 equity shares of ₹ 10/- each were allotted to Standard Chartered Bank on December 9, 2014 on a preferential basis in its capacity as a CDR Lender at a price of ₹ 19.74/- per share.

k) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

The allotment would be done as per the restructuring proposal agreed with DBS under the CDR package and as per the provisions of ICDR Regulations.

l) The pre and post issue Shareholding pattern of the Company:

Sr. No.	Name of the category	Pre-issue as on April 10, 2015		Post Issue as on April 10, 2015	
		No. of shares held	%	No. of shares held	%
A	Promoters' Holding:				
1	Indian				
	Trusts - IDBI Trusteeship Services Limited (ICICI Strategic Investments Fund)	39,036,190	6.45	39,036,190	6.27
	Individual	Nil	Nil	Nil	Nil
	Bodies Corporate	Nil	Nil	Nil	Nil
	Sub Total	39,036,190	6.45	39,036,190	6.27
2	Foreign Promoters	Nil	Nil	Nil	Nil
	Sub Total (A)	39,036,190	6.45	39,036,190	6.27
B	Non-Promoters' holding:				
1	Institutional Investors	314,407,702	51.92	331,378,320	53.23
2	Non-Institution:				
	Private Corporate Bodies	31,821,647	5.25	31,821,647	5.11
	Directors and Relatives	134,588	0.02	134,588	0.02
	Indian Public	190,459,880	31.45	190,459,880	30.59
	Others (Including NRIs)	29,728,643	4.91	29,728,643	4.78
	Sub Total (B)	566,552,460	93.55	583,523,078	93.73
	Grand Total	605,588,650	100.00	622,559,268	100.00

The Company will ensure compliance with all applicable laws and regulations including the ICDR Regulations at the time of allotment of equity shares of the Company.

The equity shares allotted or arising out of issuance and allotment of equity shares would be listed on BSE Limited and National Stock Exchange of India Limited. The issue and allotment would be subject to the availability of regulatory approvals, if any. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the Listing Agreement.

As per provisions of Section 62 of the Companies Act, 2013, allotment of shares to persons other than existing shareholders requires consent of the Shareholders by a Special Resolution. Since the Special Resolution for the issuance of equity shares proposed in the Notice may result in the issue of shares of the Company to persons other than Members of the Company, the consent of the Members is being sought pursuant to the provisions of Section 62 and other applicable provisions of the Companies Act, 2013 read with rules thereunder and in terms of the provisions of the Listing Agreement executed by the Company with the Stock Exchanges where the equity shares of the Company are listed.

Hence, the approval of the Members through Postal Ballot is being sought for the abovementioned resolution.

Your Directors recommend passing of the above Resolution set out in Item No. 1 as a Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said Resolution, except to the extent of his/her holding of shares or stock options in the Company.

Item No. 2

The CDR Package includes a provision for conversion of restructured debt of the Company into equity shares by the CDR lenders in case of default in repayment of principal and interest by the Company on the terms mentioned therein. In terms of the provisions under Section 62(4) of the Companies Act, 2013 and the rules made thereunder, the Company is accordingly required to pass resolution as set out in Item no. 2.

Hence, the approval of the Members through Postal Ballot is being sought for the abovementioned resolution.

Your Directors recommend passing of the above Resolution set out in Item No. 2 as a Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said Resolution, except to the extent of his/her holding of shares or stock options in the Company.

By Order of the Board



Ninad Kelkar
Company Secretary

Navi Mumbai
April 10, 2015

3i Infotech Limited
Corporate Identification Number (CIN): L67120MH1993PLC074411

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

E-mail: investors@3i-infotech.com, Website: www.3i-infotech.com, Phone: 022-67928000, Fax: 022-67928098

POSTAL BALLOT FORM

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

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

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

Number of equity shares held :

I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed through Postal Ballot for the business stated in the Notice dated April 10, 2015 of 3i Infotech Limited (the Company) by sending my/our assent or dissent to the said Resolution(s) by placing a tick (✓) mark at the appropriate column below.

Resolution No.	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.			
2.			

Place :

Date :

 Signature of the Member

INSTRUCTIONS TO SHAREHOLDERS OPTING FOR VOTING THROUGH PHYSICAL MODE

- Member(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot form and send it to the Scrutinizer in the attached self addressed envelope. Postage will be borne by the Company. The envelope containing Postal Ballot form, if deposited in person or sent by courier at the expense of the Member(s) will also be accepted.
- This Form should be completed and signed by the Member (as per the specimen signature registered with the Company /Depository Participant). In case of joint holding, this form should be completed and signed by the first named Member and in his/her absence, by the next named Member. Unsigned Postal Ballot forms will be rejected. In case Postal Ballot form is signed through a delegatee, a copy of the Power of Attorney attested by the Member should be annexed to the Postal Ballot form.
- Duly Completed Postal Ballot form should reach the Scrutinizer not later than the close of working hours i.e. 6.00 p.m. on Thursday, May 28, 2015. Postal Ballot form(s) received after this date will be strictly treated as if reply from such Member (s) has not been received.
- In case of shares held by companies, trusts, societies etc., a certified copy of Board Resolution/Authority should accompany the duly completed Postal Ballot form.
- Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Member(s) on the cut-off date i.e. Friday, April 10, 2015.
- Members are requested not to send any other paper along with the Postal Ballot form in the enclosed self addressed postage prepaid envelope. If any extraneous papers are found, the scrutinizer will destroy the same.
- The Company is also offering e-voting facility as an alternate, for all its Members to enable them to cast their votes electronically instead of using the Postal Ballot Form. The detailed procedure for e-voting has been given in the Notice.**

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password