



## CORRIGENDUM TO THE NOTICE OF POSTAL BALLOT SENT TO THE SHAREHOLDERS OF 3i INFOTECH LIMITED

### 3i Infotech Limited

**Corporate Identification Number (CIN):** L67120MH1993PLC074411

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This corrigendum is being issued in connection with the Notice of Postal Ballot dated February 5, 2016 sent to the Shareholders of 3i Infotech Limited (“the Company”) pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

As per proviso to Regulation 71(a) of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (SEBI ICDR Regulations), the relevant date for issue of equity shares shall be the date of approval of the restructuring scheme by the CDR Empowered Group. In the Notice of Postal Ballot, the relevant date was mentioned as December 28, 2015, being the date when the restructuring scheme was duly noted by the CDR Empowered Group. It now appears that the CDR Empowered Group may hold another meeting to provide its final approval to the restructuring scheme, in which case the relevant date shall be the date of such meeting of the CDR empowered Group.

Therefore, the Company would like to make correction in the Notice for Postal Ballot to state that the ‘relevant date’ for issue of equity shares shall be determined in accordance with the SEBI ICDR regulations. Considering the current price as well as the price of the equity shares of the Company quoted on NSE/ BSE during past 26 weeks, it is felt that, such change/deletion in relevant date will not have any impact on the pricing and the floor price for issue of equity shares irrespective of any relevant date to be computed in accordance with SEBI ICDR Regulations and is expected to be less than the face value of the equity shares of the Company. Accordingly, following alterations/corrections shall be made to the Notice of Postal Ballot.

1. The following alteration will be made in Resolution for Item No. 2:

On page no. 3 **the words “i.e. Monday, December 28, 2015” shall be deleted** from the paragraph referring to the relevant date and the paragraph would read as under:

**“RESOLVED FURTHER THAT** the “relevant date” for the purpose of calculating the price of the Equity Shares for the purposes of the Preferential Issue is the date of the Meeting of the Corporate Debt Restructuring (CDR) empowered group and the floor price of the Equity shares to be issued and allotted through the Preferential Issue shall be ₹10/- per equity shares as determined in accordance with provisions of Chapter VII of the SEBI Regulations read with the Companies Act.”

2. The following alteration will be made in Explanatory Statement for Item No. 2

On page no. 12 under point no. 'e' ; - **the words “i.e. December 28, 2015” shall be deleted** and the paragraph would read as under:

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

Since the current restructuring has been duly noted by the CDR Empowered Group and is proposed to be implemented through the CDR documentation, in terms of the proviso to 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 restructuring scheme by the CDR Empowered Group. In our opinion, this change/deletion in relevant date will not have any impact on the pricing and the floor price for issue of equity shares shall be ₹10/- per equity share as determined in accordance with SEBI ICDR Regulations.

On page no. 14 under point no. 'q' ; - **the words “of December 28, 2015” shall be deleted** and the paragraph would read as under:

As per Regulation 73(2) of SEBI (ICDR) Regulation, 2009, a certificate issued by the statutory auditor certifying that the minimum issue price for the proposed preferential issue shall be ₹10/- per equity share as determined in accordance with the pricing formula prescribed under Clause 76 of Chapter VII of ICDR Regulations and the proposed preferential issue is being made in accordance with the requirements of the ICDR Regulations, is required to be placed before the shareholders. The said certificate is 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, March 17, 2016. In case any revised certificate is provided by the statutory auditor due to change in relevant date, then such revised certificate shall also be 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), until Thursday, March 17, 2016.

3. The following alteration will be made in Explanatory Statement for Item No.2

On page no. 14, point no. 'n' would read as under –

The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees: Details of the natural person(s) who ultimately control the Proposed Allottee(s) are given as under in terms of Regulation 73(1)(e) of ICDR Regulations –

**1) Tata Capital Financial Services Limited (“TCFSL”)**

TCFSL is a wholly-owned subsidiary of the Tata Capital Limited.

**2) SREI Equipment Finance Private Limited**

This company is a 50:50 joint venture between SREI Infrastructure Finance Limited (SREI) and BNP Paribas Lease Group (BPLG).

SREI Infrastructure Finance Limited (SREI) is listed on London Stock Exchange and BNP Paribas Lease Group (BPLG) is a wholly-owned subsidiary of BNP Paribas.

**3) Hewlett-Packard Financial Services (India) Private Limited**

This company operates as a majority-owned subsidiary of Hewlett Packard Enterprise Company. Hewlett Packard Enterprise Company is listed on New York Stock Exchange.

**4) L&T Infrastructure Finance Limited**

This company is a wholly-owned subsidiary of L&T Finance Holdings Limited.

**5) SBI Global Factors Limited**

This company is a majority-owned subsidiary of State Bank of India holding 86.18%.

**6) Rentworks India Private Limited**

This company is a wholly-owned subsidiary of Rentworks Mauritius Limited.

Amongst the shareholders of Rentworks Mauritius Limited, only Girawin Pty Limited holds more than 25% stake in the company. Mr. John Alan Kinghorn is the ultimate beneficiary of Girawin Pty Limited.

**7) OPC Asset Solutions Private Limited**

The company operates as a majority-owned subsidiary of Winvest Holdings (India) Private Limited holding 85% and the ultimate beneficiaries are Mr. Loney Antony, Mr. C Shyam Sunder, Mr. R. Raghunathan, Mr. R. Venkatesan and Mr. Parag Kapasi.

As per the said regulation, if there is a listed company, mutual fund, banks or insurance company in the chain of ownership of the proposed allottees, no further disclosure is required. Thus, apart from the above mentioned 7 proposed allottees, this regulation is not applicable for the rest of the proposed allottees, which are banks and listed companies.

This corrigendum should be read in continuation of and in conjunction with the Notice of Postal Ballot dated February 5, 2016 sent to the Shareholders of the Company and submitted to the Stock Exchanges where the equity shares of the Company are listed.

Except as detailed in this Corrigendum, all other terms and contents of the Notice of Postal Ballot remain unchanged.

This Corrigendum will be available on the website of the Company ([www.3i-infotech.com](http://www.3i-infotech.com)), besides being communicated to the National Stock Exchange of India Limited and BSE Limited.

Place: Navi Mumbai  
Date: March 11, 2016

For 3i Infotech Limited

Sd/-  
Madhivanan Balakrishnan  
Managing Director & Global CEO