



3i INFOTECH LIMITED

CIN: L67120MH1993PLC074411

Registered Office: 3rd to 6th Floors, Tower # 5, International Infotech Park, Vashi Railway Station, Commercial Complex, Navi Mumbai, Maharashtra 400 703, India

Phone: 022-71238000 | **Email:** investors@3i-infotech.com | **Website:** www.3i-infotech.com

NOTICE CONVENING MEETING OF EQUITY SHAREHOLDERS PURSUANT TO ORDER DATED JUNE 1, 2020 OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, SPECIAL BENCH, MUMBAI

| MEETING | |
|--|--|
| Day | Tuesday |
| Date | July 21, 2020 |
| Time | 2:00 p.m. (IST) |
| Mode of meeting | In view of the ongoing COVID-19 pandemic and related social distancing norms, as per the directions of the Hon'ble National Company Law Tribunal, Special Bench, Mumbai, the meeting shall be conducted through video conferencing / other audio visual means. |
| Cut-off date for e-voting | Friday, July 3, 2020 |
| Remote E-voting start date and time | Saturday, July 4, 2020 from 9:00 a.m. (IST) |
| Remote E-voting end date and time | Monday, July 20, 2020 to 5:00 p.m. (IST) |

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FORM NO. CAA. 2
[Pursuant to Section 230 (3) and rule 6 and 7)]

IN THE NATIONAL COMPANY LAW TRIBUNAL, SPECIAL BENCH, MUMBAI

CA (CAA) No.992/MB/2020

IN THE MATTER OF SECTIONS 230 - 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES
ACT 2013
AND
IN THE MATTER OF SCHEME OF ARRANGEMENT BETWEEN 3i INFOTECH LIMITED AND ITS
SHAREHOLDERS

3i Infotech Limited, a company incorporated)
under the Companies Act 1956 having)
Company Identification Number:)
L67120MH1993PLC074411, and having its)
registered office at 3rd to 6th Floors, Tower #)
5, International Infotech Park, Vashi Railway)
Station Commercial Complex, Navi Mumbai,)
Maharashtra 400703, India)

...Applicant Company/ Company

NOTICE CONVENING MEETING OF EQUITY SHAREHOLDERS

To,
The Equity Shareholders of
3i Infotech Limited

NOTICE is hereby given that by an order dated June 1, 2020, the Hon'ble National Company Law Tribunal, Special Bench, Mumbai ("**Tribunal**") has directed a meeting of the equity shareholders of 3i Infotech Limited, the Applicant Company above named, to be held for the purpose of their considering, and if thought fit, approving, with or without modification, the proposed Scheme of Arrangement between 3i Infotech Limited and its shareholders ("**Scheme**").

In pursuance of the said order, and as directed therein, notice is hereby given that a meeting of the equity shareholders of 3i Infotech Limited will be held through video conferencing ("**VC**") / other audio visual means ("**OAVM**") on Tuesday, the 21st day of July, 2020 at 2:00 p.m. (IST) to consider, and if thought fit, to pass the following resolution for approval of the Scheme by requisite majority as prescribed under Section 230(1) and (6) read with Section 232(1) of the Companies Act, 2013 ("**Meeting**"):-

***"RESOLVED THAT** pursuant to the provisions of Sections 230(1) read with Section 232(1) of the Companies Act, 2013, the Scheme of Arrangement between 3i Infotech Limited and its shareholders presented in Company Application (CAA) No. 992/MB/2020 filed by 3i Infotech Limited before the Hon'ble National Company Law Tribunal, Special Bench, Mumbai ("**Tribunal**"), be and is hereby approved.*

RESOLVED FURTHER THAT the Board of Directors of 3i Infotech Limited (hereinafter referred to as the "Board" which term shall be deemed to mean and include one or more Committee(s) constituted by the Board or any other person authorized by it to exercise its power including the powers conferred by this resolution) be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to the above resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, at any time and for any reason whatsoever, which the Company may deem appropriate or which may be required and/or imposed by the Hon'ble Tribunal or its appellate authority(ies)/while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise in giving effect to the Scheme of Arrangement, as the Board may deem fit and proper."

TAKE FURTHER NOTICE that National Securities Depository Limited ("NSDL") will be providing the facility for voting through remote e-voting, for participation in the Meeting through VC/OAVM Facility and e-voting during the Meeting.

TAKE FURTHER NOTICE that in terms of the said order of the Hon'ble Tribunal, in addition to facility of voting through e-voting system during the Meeting through VC/ OAVM, you shall have the facility and option of voting on the resolution for approval of the Scheme by casting your votes by remote electronic voting ("**remote e-voting**") during the period commencing from 9:00 a.m. (IST) on Saturday, July 4, 2020 and ending at 5:00 p.m. (IST) on Monday, July 20, 2020, arranged by the Company.

TAKE FURTHER NOTICE that since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Companies Act, 2013 (the "Act") will not be available for the said Meeting and hence, the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and 113 of the Act, authorized representatives of the Members may be appointed for the purpose of voting through remote e-voting, for participation in the meeting through VC/OAVM facility and e-voting during the Meeting provided an authority letter/power of attorney by the Board of Directors or a certified copy of the resolution passed by its board of directors or other governing body authorizing such representative to attend and vote at the meeting through VC/ OAVM on its behalf along with the attested specimen signature of the duly Authorized Signatory(ies) who are authorized to vote is emailed to the Scrutinizer at scrutinizer3iinfotechegm@gmail.com with a copy marked to evoting@nsdl.co.in not later than 48 (forty eight) hours before the time for holding the Meeting. Kindly refer Notes below for further details on the voting procedure.

TAKE FURTHER NOTICE THAT you may opt to exercise your votes only in one mode, i.e., by (a) remote e-voting; or (b) vote through e-voting system during the meeting through VC/ OAVM, as arranged by the Company. If you cast your votes by remote e-voting, as aforesaid, you will nevertheless be entitled to attend the Meeting and participate in the discussions in the Meeting but you will not be entitled to vote again by during the Meeting through VC/ OAVM. If you do so, the votes so cast by you during the Meeting through VC/ OAVM shall be treated as invalid.

The voting rights of the equity shareholders shall be in proportion to their shareholding in the Company as on the close of the business hours of Friday, July 3, 2020 ("**cut-off date**").

The Hon'ble Tribunal has appointed Mr. Padmanabhan Nemmara Ranganathan Iyer, Managing Director and Global CEO and failing him, Mr. Rajeev Limaye, Company Secretary to be the Chairperson of the said Meeting of the equity shareholders of the Company.

A copy each of the said Scheme of Arrangement; the Explanatory Statement pursuant to Section 230(3) read with Section 102 and Section 232(2) of the Act and Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 along with all annexures to such statement are enclosed herewith. A copy of this notice and the accompanying documents are also placed on the website of the Company viz. www.3i-infotech.com and will also be available on the website of BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com and also on the website of NSDL at www.evoting.nsdl.com. A recorded transcript of the meeting shall also be made available on the website of the Company as soon as possible.

The Equity Shareholders opting to cast their votes by remote e-voting and voting during the Meeting through VC/ OAVM are requested to read the instructions in the Notes below carefully. In case of remote e-voting, the votes should be cast in the manner described in the instructions by 5:00 p.m. (IST) on Monday, July 20, 2020. Responses received after the said time will be treated as invalid.

Since this Meeting of the Equity Shareholders of the Applicant Company is being held as per the directions of the Hon'ble Tribunal and through VC / OAVM, physical attendance of shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the shareholders will not be available for the said Meeting and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

The results of the Meeting shall be announced by the Chairperson on or before Thursday, July 23, 2020 upon receipt of Scrutinizer's report and the same shall be displayed on the website of the Company (www.3i-infotech.com) and on the website of National Securities Depository Limited (www.evoting.nsdl.com), being the agency appointed by the Company to provide the voting facility to the shareholders, as aforesaid.

In accordance with the provisions of Sections 230-232 of the Act, the Scheme of Arrangement shall be considered approved by the Equity Shareholders only if the Scheme is approved by majority of persons representing three-fourth in value of the members, of the Applicant Company, voting in person through VC/OAVM or by remote e-voting.

At least one independent director and the auditor (or his authorized representative who is qualified to be an auditor) shall also attend the Meeting through VC/OAVM.

The abovementioned Scheme, if approved at the aforesaid Meeting, will be subject to the subsequent sanction of the Hon'ble Tribunal.

Dated this 15th day of June, 2020

Sd/-
Padmanabhan Iyer
Chairperson appointed by
NCLT for the Meeting

Notes for Meeting of Equity Shareholders of the Company

- 1. General instructions for accessing and participating in the Meeting through VC/OAVM Facility and voting through electronic means including remote e-voting**
 - a) In view of the outbreak of the COVID-19 pandemic, social distancing norms to be followed and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and SEBI

(Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), the Meeting of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the Meeting shall be the Registered Office of the Company.

- b) Only registered equity shareholders of the Company may attend (either in person or by authorised representative) at the said Meeting of the equity shareholders of the Company ("**Meeting**").
- c) The authorised representative of a body corporate which is a registered equity shareholder of the Company may attend the Meeting provided that a certified true copy of the resolution or the authority letter or power of attorney of the board of directors or other governing body of the body corporate authorizing such representative to attend and vote at the Meeting is emailed to the Scrutinizer at scrutinizer3iinfotechgm@gmail.com with a copy marked to evoting@nsdl.co.in not later than 48 hours before the scheduled time of the commencement of the Meeting.
- d) Since the Meeting will be held through VC/OAVM Facility, the Route Map is not annexed to this Notice.
- e) Electronic copy of all the documents referred to the accompanying notice of the Meeting and the explanatory statement shall be available for inspection in the investor section of the website of the Company at www.3i-infotech.com.
- f) National Securities Depository Limited ("NSDL") will be providing facility for voting through remote e-voting, for participation in the Meeting through VC/OAVM Facility and e-voting during the Meeting.
- g) Members may join the Meeting through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 1:30 p.m. (IST) i.e. 30 minutes before the time scheduled to start the Meeting and the Company may close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the Meeting.
- h) Members may note that the VC/OAVM Facility, provided by NSDL, allows participation of atleast 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the Meeting without any restriction on account of first-come first-served principle.
- i) Attendance of the Members participating in the Meeting through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- j) In terms of the said order dated June 1, 2020 of the Hon'ble Tribunal and in accordance with Section 230(4) read with the Companies (Compromises, Arrangement and Amalgamation) Rules, 2016 and the Companies (Management and Administration) Rules, 2014, the equity shareholders of the Company shall have the facility of voting during the Meeting through VC/ OAVM at the Meeting on Tuesday, July 21, 2020 or remote e-voting during the period commencing from 9:00 a.m. (IST) on Saturday, July 4, 2020 and ending at 5:00 p.m. (IST) on Monday, July 20, 2020. Kindly refer note nos. 2 & 5 below for procedure for voting by the respective modes, as aforesaid.
- k) Members are informed that in case of joint holders attending the Meeting, only such joint holder whose name stands first in the Register of Members of the Company / list of beneficial owners 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.

- l) The recorded transcript of the VC/ OAVM Meeting shall be uploaded by the Company on its website, as soon as possible.

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

- a. The remote e-voting period will commence on Saturday, July 4, 2020 (9:00 am IST) and end on Monday, July 20, 2020 (5:00 pm IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, July 3, 2020, 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. A person who is not a Member as on the cut-off date should treat this Notice of Meeting for information purpose only.
- c. The details of the process and manner for remote e-voting are explained herein below:

Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-voting website?

- 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 ID as 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 101456 then user ID is 101456001*** |

- V. Your password details 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 the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
- II. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- III. Select "EVEN" of the Company.
- IV. Now you are ready for e-voting as the Voting page opens.

- V. 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.
 - VI. Upon confirmation, the message “Vote cast successfully” will be displayed.
 - VII. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 - VIII. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- d. 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.: 1800-222-990 or send a request at evoting@nsdl.co.in or contact Mr. Amit Vishal, Senior Manager or 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 IDs: evoting@nsdl.co.in or AmitV@nsdl.co.in or pallavid@nsdl.co.in or at telephone nos.: +91-22-24994360 or +91-22-24994545 who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at the Company’s email address investors@3i-infotech.com.

3. 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 resolutions set out in this Notice:

The Notice, Explanatory Statement together with the accompanying documents, is being sent to the equity shareholders in electronic form whose e-mail 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 equity shareholders whose e-mail addresses are not so registered, may follow the following procedure:

- a) Those Members, who hold shares in physical form and who have not registered their email address with the Company and who wish to participate in the Meeting or cast their vote through remote e-voting or through the e-voting system during the meeting, may obtain the login ID and password by sending scanned copy of: i) a signed request letter mentioning your name, folio number, complete address and mobile number; and ii) self-attested scanned copy of the PAN Card and any one of the following documents (such as Driving License, Bank Statement, Election Card, Passport, AADHAR Card) in support of the address of the Member as registered with the Company; to the email address of the Company investors@3i-infotech.com
- b) In case shares are held in demat mode and email address is not registered, such Members may obtain their login ID and password by sending scanned copy of (i) a signed request letter mentioning your name, DP ID-Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID) and mobile number; (ii) self- attested scanned copy of client master or Consolidated Demat Account statement; and (iii) self-attested scanned copy of the PAN Card, to the email address of the Company investors@3i-infotech.com

4. Instructions for Members for participating in the Meeting through VC/OAVM are as under

- a. Members will be able to attend the Meeting through VC/OAVM Facility through the NSDL e-voting system at <https://www.evoting.nsdl.com> under Shareholders/Members login by using the remote e-voting credentials and selecting the EVEN for the Company’s NCLT convened Meeting. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in

the Notice of the Meeting to avoid last minute rush. Further, Members can also use the OTP based login for logging into the e-voting system of NSDL.

- b. 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.
- c. The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date of Friday, July 3, 2020.
- d. Further, Members will be required to use internet with a good speed to avoid any disturbance during the Meeting.
- e. Please note that Members connecting from mobile devices or tablets or through laptops etc. connecting via mobile hotspot, may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- f. Members can submit questions in advance with regard to the Scheme of Arrangement or any other matter to be placed at the Meeting, from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's email address capitalreduction@3i-infotech.com at least 48 hours in advance before the start of the Meeting i.e. by Sunday, July 19, 2020 by 2:00 p.m. (IST). Such questions by the Members shall be taken up during the Meeting and replied by the Company suitably.
- g. Members who would like to express their views or ask questions during the Meeting may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at capitalreduction@3i-infotech.com between 9.00 a.m. (IST) on Friday, July 17, 2020 and 5.00 p.m. (IST) on Saturday, July 18, 2020. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting. The Company reserves the right to restrict the number of questions and number of speakers.
- h. 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.

5. Instructions for Members for e-voting during the Meeting are as under:

- a) Members may follow the same procedure for e-voting during the Meeting as mentioned above for remote e-voting.
- b) Only those Members, who will be present in the Meeting through VC/OAVM Facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the Meeting.
- c) Members who have cast their vote by remote e-voting prior to the Meeting may also participate in the Meeting through VC/ OAVM Facility but shall not be entitled to cast their vote again.

- d) The Helpline details of the persons who may be contacted by the Member needing assistance with the use of technology, before or during the Meeting shall be the same persons mentioned for remote e-voting and are reproduced hereunder for convenience:

I. Mr. Amit Vishal, Senior Manager, NSDL at the designated email ID: evoting@nsdl.co.in or AmitV@nsdl.co.in or at telephone number: +91-22-24994360

II. Ms. Pallavi Mhatre, Manager, NSDL at the designated email ID: evoting@nsdl.co.in or pallavid@nsdl.co.in or at telephone number: +91 22 2499 4545.

6. General Instructions for the Members

- a. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
- b. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 1, 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.
- c. Notice of this Meeting has been sent to those Members whose names appear in the Register of Members as on Friday, June 5, 2020. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the Meeting by email may obtain the User ID and password by sending a request to the Company's email address investors@3i-infotech.com. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.
- d. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or casting vote through e-voting system during the Meeting.
- e. The Company reserves the right to limit the number of Members asking questions depending on the availability of time at the Meeting.
- f. During the Meeting, the Chairperson shall, after response to the questions raised by the Members in advance or as a speaker at the Meeting, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the Meeting and announce the start of the casting of vote through the e-voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-voting will be closed with the formal announcement of closure of the Meeting.
- g. The copy of the Scheme and the said documents required to be furnished pursuant to Section 230 (3) of the Companies Act, 2013 can be obtained free of charge by emailing the Applicant Company at capitalreduction@3i-infotech.com.
- h. The Tribunal has appointed Mr. Avinash Bagul, Partner, M/s. BNP & Associates, Practicing Company Secretaries or failing him, Mr. K. Venkataraman, Senior Associate, M/s. BNP & Associates, Practicing Company Secretaries as scrutinizer (the "Scrutinizer") to scrutinize the e-voting at the Meeting and remote e-voting in a fair and transparent manner.

- i. The Scrutinizer shall after the conclusion of e-voting at the Meeting, first download the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairperson or a person authorized by him, within 48 (forty eight) hours from the conclusion of this Meeting, who shall then countersign and declare the result of the voting forthwith.
- j. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.3i-infotech.com and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of Results by the Chairperson or a person authorized by him. The results shall also be immediately forwarded to the stock exchanges.

IN THE NATIONAL COMPANY LAW TRIBUNAL, SPECIAL BENCH, MUMBAI

CA (CAA) No. 992/MB/2020

IN THE MATTER OF SECTIONS 230 -232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES
ACT 2013

AND

IN THE MATTER OF SCHEME OF ARRANGEMENT BETWEEN 3i INFOTECH LIMITED AND ITS
SHAREHOLDERS

3i Infotech Limited, a company incorporated)
under the Companies Act 1956 having)
Company Identification Number:)
L67120MH1993PLC074411, and having its)
registered office at 3rd to 6th Floors, Tower #)
5, International Infotech Park, Vashi Railway)
Station Commercial Complex, Navi Mumbai,)
Maharashtra 400703, India)

...Applicant Company/ Company

Explanatory Statement under Section 230(3) read with Section 102 of the Companies Act, 2013 and Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 to the Notice of the Meeting of Equity Shareholders of 3i Infotech Limited convened by the Hon'ble Tribunal

1. Meeting for the Scheme of Arrangement

This is an Explanatory Statement accompanying the Notice convening Meeting of equity shareholders of 3i Infotech Limited, being the Applicant Company above named for the purpose of their considering and if thought fit, approving, with or without modification, the proposed Scheme whereby and where under it is proposed that with effect from the effective date of the Scheme and on such Record Date (*as defined in the Scheme*) as may be decided by the Company, the entire issued, subscribed and paid up equity share capital of the Company as on the Record Date shall stand reduced, by reducing the face value of the equity shares, from the present sum of INR 10 (Ten) each fully paid to equity shares of INR 1 (One) each fully paid. Further, immediately, upon reduction of the face value of such equity shares of the Company, 10 (Ten) equity shares of face value of INR 1 each (One) (as reduced), shall be consolidated into 1 (One) fully paid up equity share of INR 10 each. The salient features of the Scheme are given in paragraph 5 of this Statement. The detailed terms of the arrangement will appear from the enclosed draft of the Scheme.

2. Date, time and mode of Meeting

Pursuant to an order dated June 1, 2020, passed by the Hon'ble National Company Law Tribunal, Special Bench, Mumbai ("Tribunal") in Company Application (CAA) No. 992/MB/2020, the Meeting of the equity shareholders of 3i Infotech Limited will be held for the purpose of their considering and if thought fit approving of, with or without modification(s), the said Scheme of Arrangement through VC/ OAVM on Tuesday, the 21st day of July, 2020 at 2:00 p.m.(IST)

3. Rationale and benefits of the Scheme

The circumstances which justify and/or have necessitated the said Scheme and the benefits of the same are, *inter alia*, as follows:

- (i) The Company has suffered substantial losses since FY 2011-12 and has not been able to scale its business and unleash its full potential for growth and profitability. However, there has been a turnaround in the fortunes of the Company. The Company has in the financial years 2016-17, 2017-18 and 2018-19, reported profits on a consolidated basis. Further, it has also entered into a Supplemental Master Restructuring Agreement with its lenders with a view to proactively manage its debt position.
- (ii) As per the audited financial statements for the year ended March 31, 2019, the Company has accumulated losses amounting to INR 2,271.66 crore. The said accumulated losses have wiped off the value represented by the share capital. Thus, the financial statements of the Company are not reflective of the financial position of the Company.
- (iii) Due to huge accumulated losses of the prior years, the financial statements do not reflect the turnaround in the business of the Company. Thus, with a view to ensure that (i) the financial statements of the Company reflect its true and fair financial health/ position; and (ii) to obliterate the share capital being lost and not represented by available assets of the Company, it is necessary to carry out reduction of share capital of the Company. Subsequent, to reduction, the consolidation of equity shares aims to maintain optimum liquidity in the market commensurate with other entities of similar size and in similar business.
- (iv) The reduction of share capital and subsequent consolidation in the manner proposed herein would enable the Company to rationalise its capital structure and present a true and fair financial position of the Company which is commensurate with its business and assets.
- (v) Hence, the proposed reduction of share capital and subsequent consolidation is in the interest of the Company and its shareholders, creditors and all concerned.

4. Background of the Company

A. Particulars of the Company

- i. 3i Infotech Limited ("**Company**") was incorporated on the 11th day of October, 1993 under the provisions of the Companies Act, 1956 as a public company limited by shares. The Company is a public company within the meaning of the Companies Act, 2013. The registered office of the Company is situated at 3rd to 6th Floors, Tower # 5, International Infotech Park, Vashi Railway Station Commercial Complex, Navi Mumbai, Maharashtra- 400 703, India. The Company is accordingly registered with the Registrar of Companies, Mumbai having corporate identification number L67120MH1993PLC074411. Its Permanent Account Number with the Income Tax Department is AAACI5205Q. The email address of the Company is investors@3i-infotech.com and website is www.3i-infotech.com. During the last five years, there has been no change in the name and registered office of the Company. The Equity Shares of the Company are listed on the BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**").
- ii. Main objects of the Company have been summarized as below for the perusal of the shareholders:
 - "1. To design, develop, license or otherwise deal in software including packaged software, source code, technologies, solutions, etc.
 - 2. To provide / render consultancy / advisory services on matters relating to software solutions/ products, business intelligence, strategy planning, Information Technology (IT) and IT enabled services.
 - 3. To act as service organization or bureau to provide services in various fields like software solutions, software products, IT and IT enabled services, web enabled services, web filing services, wired and / or wireless connectivity as well as internet connectivity, value added services, electronic commerce, services in various forms such as voice, email, chat and collaborative browsing, data base and data processing services, and all kinds of

communications as are in use or may be developed in future, e-Governance projects including but not limited to Government to Citizens (G2C), Business to Customers (B2C), Business to Business (B2B), Customer to Customer (C2C).

4. To act as the Authorized Business Partner, Authorized Service Provider or Channel Partner or Dealer in relation to buying, selling, distributing, marketing, maintaining of various software products, solutions, IT Services, Network devices, other networking solutions, computer hardware, devices, components, peripherals, consumables and stationery, Internet services.
5. To provide facilities management in the area such as help desk facilities, Information Technology operations, configuration, asset and infrastructure management, back-up and recovery, network operations, security solutions and administration and management of security services, mechanisms, solutions, remote administration, data, software, online maintenance, user training, data base management, disaster recovery.
6. To establish, operate, manage and supervise data / information centers.
7. To provide services in connection with issue and transfer of various securities, by acting as Registrars to the issue and Registrars and Transfer Agents; to provide back office services such as processing of documents, forms, scanning, storage, access, retrieval, encryption, whether in electronic form or physical form, secure custody in relation to above."

For detailed description of the main objects of the Company, shareholders may refer the draft Scheme of Arrangement enclosed hereto. During the last five years, there has been no change in the objects clause of the Company.

- iii. The Company offers business transformation solutions to government, manufacturing, retail, distribution, telecom and healthcare sectors through IP based software solutions and wide range of information technology services. It is also focused on value added services such as business intelligence & analytics services, infrastructure management services, testing & compliance, application development & maintenance, consulting and its BPO offerings and has a very strong foothold and customer base in geographies like South Asia, Middle East and Africa, China, Asia Pacific, Kingdom of Saudi Arabia and North America.
- iv. The share capital of the Company as on date of this Notice is as follows:

| Particulars | INR |
|--|-----------------------|
| Authorised Share Capital | |
| 2,200,000,000 equity shares of face value INR 10 each | 22,000,000,000 |
| 200,000,000 0.01% cumulative non-convertible redeemable Class A preference shares of face value INR 5 each | 1,000,000,000 |
| 1,500,000,000 0.10% cumulative non-convertible redeemable Class B preference shares of face value INR 5 each | 7,500,000,000 |
| 1,050,000,000 0.10% cumulative non-convertible redeemable Class C preference shares of INR 1 each | 1,050,000,000 |
| Total | 31,550,000,000 |
| Issued, Subscribed and Paid-up Capital | |
| 1,616,654,866 equity shares of INR 10 each | 16,166,548,660 |
| 130,000,000 0.01% cumulative non-convertible redeemable Class A preference shares of face value INR 5 each | 650,000,000 |
| 1,275,521,596 0.10% cumulative non-convertible redeemable Class B preference shares of face value INR 5 each | 6,377,607,980 |
| Total | 23,194,156,640 |

- v. The latest annual financial statements of the Company have been audited for the financial year ended on March 31, 2019. The Company has since also prepared its audited financial statements for the year ended March 31, 2020, an extract whereof is included in **Annexure “ES-1”** attached hereto. In accordance with the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company has also published its financial results for the quarter and year ended March 31, 2020 in the prescribed format. The following summary as at March 31, 2020 indicates the financial position of the Company as on the said date as follows:

| Particulars | Rupees in crore |
|---|-----------------|
| A. Share Capital | 1616.65 |
| B. Other Equity | -1083.32 |
| Net Shareholders Fund (A+B) | 533.33 |
| C. Assets | |
| Non-Current Assets | 1775.46 |
| Current Assets | 800.82 |
| Total (C) | 2576.28 |
| D. Liabilities | |
| Non-Current Liabilities | 802.52 |
| Current Liabilities | 1240.43 |
| Total (D) | 2042.95 |
| Excess of Assets over Liabilities (C – D) | 533.33 |

Subsequent to the date of the aforesaid financial statements, i.e., March 31, 2020, there has been no substantial change in the financial position of the Company excepting those arising or resulting from the usual course of business.

- vi. The details of Directors and Promoters of the Company along with their addresses are mentioned herein below:

| Sr. No. | Name | Category | Address |
|------------------|------------------------|---------------------------------------|---|
| Directors | | | |
| 1. | Mr. Ashok Shah | Chairman (Non -Executive Independent) | The Priory, Ayarpatta, Mallital, Nainital- 263 001, Uttarakhand |
| 2. | Dr. Shashank Desai | Director (Non- Executive Independent) | 1901, 19 th Floor, Terra Planet Godrej, Keshavrao Khadye Marg, Saath Rasta, Jacob Circle, Mahalakshmi, Mumbai- 400 011 |
| 3. | Ms. Zohra Chatterji | Director (Non-Executive Independent) | 322, Vineet Khand, Gomtinagar, Lucknow- 226010 |
| 4. | Mr. Rajeev Kumar Sinha | Nominee Director (IDBI Bank) | Flat No A/183, Twin Tower, 18 th Floor, Veer Savarkar Marg, Opp. Siddhivinayak Temple, Prabhadevi, Mumbai -400 025 |

| | | | |
|------------------|--|-------------------------------------|--|
| 5. | Ms. Anjoo Navalkar | Non- Executive Director | 51, Vinayak Apartment, Off. Gokhale Road South, Next to Dadar Police Station, Dadar (W), Mumbai - 400028 |
| 6 | Mr. Padmanabhan Iyer | Managing Director and Global CEO | 77 C, Sundram CTS 270, Sindhi Immigrants CHS, Chembur, Mumbai 400071 |
| Promoters | | | |
| 1. | IDBI Trusteeship Services Limited (ICICI Strategic Investments Fund) | - | Prestige Obelisk, 10 th Floor, No. 3, Kasturba Road, Bangalore-560 001 |

5. SALIENT FEATURES OF THE SCHEME

The salient features of the Scheme are, inter alia, as stated below. The capitalized terms used herein shall have the same meaning as ascribed to them in Clause 1 of Part I of the Scheme:

- (a) The Appointed Date of the Scheme shall be Effective Date.
- (b) Unless otherwise decided (or waived) by the Board, the Scheme is conditional upon and subject to the following conditions precedent:
 - i. obtaining no-objection/ observation letter from the Stock Exchanges in relation to the Scheme under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015;
 - ii. approval of the Scheme by the requisite majority of each class of shareholders and creditors of the Company and such other classes of persons of the Company, if any, as applicable or as may be required under the Act and as may be directed by the Tribunal;
 - iii. the sanctions and orders of the Tribunal, under Sections 230- 232 of the Act being obtained by the Company; and
 - iv. certified/ authenticated copies of the orders of the Tribunal, sanctioning the Scheme, being filed with the RoC.
- (c) With effect from the Effective Date and on such Record Date as may be decided by the Company, the entire issued, subscribed and paid up equity share capital of the Company as on the Record Date shall stand reduced, by reducing the face value of the equity shares, from the present sum of INR 10 (Ten) each fully paid to equity shares of INR 1 (One) each fully paid. Further, immediately, upon reduction of the face value of such equity shares of the Company, 10 (Ten) equity shares of face value of INR 1 each (One) (as reduced), shall be consolidated into 1 (One) fully paid up equity share of INR 10 each.
- (d) The proposed reduction in face value of equity shares and the subsequent consolidation as contemplated in the Scheme shall be in respect of all the equity shares held by the Members of the Company. Therefore, there will be no change in the shareholding percentage post giving effect to reduction and consolidation of the equity share capital.
- (e) The equity shares of the Company shall continue to be listed on the Stock Exchanges and the Company shall make necessary applications to the Stock Exchanges, pursuant to Scheme coming into effect, to note consequential changes due to reduction and consolidation of share capital of Company.

- (f) The reduction of the share capital of the Company shall be effected as an integral part of this Scheme itself, without having to follow the process under Sections 66 of the Act separately and the order of the Tribunal sanctioning this Scheme shall be deemed to be an order under Section 66 of the Act confirming the reduction.
- (g) The Scheme does not envisage transfer or vesting of any of the properties and/ or liabilities of the Company to any person or entity and consequently, the order of the Competent Authority approving the Scheme will not attract any stamp duty.
- (h) Accounting treatment in the books of the Company:
The equity share capital written off in terms of the Scheme shall be utilised for writing off the accumulated losses of the Company as on the Effective Date and the Company shall pass appropriate entries as per the applicable accounting policies and accounting standards as regards accounting for the reduction of capital and writing off the accumulated losses of the Company on the Effective Date.
- (i) The employees of the Company shall, in no way, be affected by the proposed reduction of share capital, as there is no transfer of employees under the Scheme. On the Scheme becoming effective, all the employees of the Company shall continue with their employment, without any break or interruption in their services, on the same terms and conditions on which they are engaged as on the Effective Date. Further, the stock options granted under the 3i Infotech ESOS shall be suitably adjusted in view of the reduction and consolidation of equity share capital as mentioned in the Scheme.
- (j) The reduction of equity share capital as mentioned in the Scheme will not cause any prejudice to the creditors of the Company. The creditors of the Company are, in no way, affected by the proposed reduction of equity share capital, as there is no reduction in the amount payable to any of the creditors and no compromise or arrangement is contemplated with the creditors. Further, there is no actual cash outflow. Thus, the proposed adjustment would not, in any way, adversely affect the operations of the Company or the ability of the Company to honour its commitments or to pay its debts in the ordinary course of business. Further, the Company has entered into a Master Restructuring Agreement (“MRA”) with its lenders for restructuring its borrowings. In terms of the MRA, the Company is required to issue equity shares to its lenders in lieu of its borrowings. With respect to such equity shares which are required to be issued in terms of the MRA and remain unissued, then such issuance shall be suitably adjusted to account for the reduction and consolidation of equity share capital as mentioned in the Scheme.
- (k) The reduction of equity share capital will not cause any prejudice to the FCCB holders of the Company. Their entitlement to equity shares shall be suitably adjusted in view of the reduction and consolidation of equity share capital in the Scheme and shall be compliant with the FCCB Documents. It is clarified that after the Record Date, the conversion formula of FCCB shall be adjusted in a manner such that the FCCB Holder would be entitled to one tenth of the shares in the Company which he would otherwise be entitled to had the reduction and consolidation contemplated in the Scheme, not taken place. It is further clarified that conversion formula for all conversion requests of FCCBs pending on the Record Date shall be adjusted in accordance with the Scheme.

Note: The above details are the salient features of the Scheme. The shareholders are requested to read the entire text of the Scheme annexed hereto to get fully acquainted with the provisions thereof.

6. **Board approvals**

The Board of Directors of the Company at its Board Meeting held on June 29, 2018 by resolution passed unanimously approved the Scheme, as detailed below:

| Name of Director | Voted in favour / against / did not participate or vote |
|----------------------|---|
| Mr. Ashok Shah | In favour |
| Dr. Shashank Desai | In favour |
| Mr. Gautam Dutta | In favour |
| Mr. Padmanabhan Iyer | In favour |

7. **Interest of Directors, Key Managerial Personnel and their relatives**

Details of shares held by the present Directors and KMPs of the Company, either individually or jointly, as a first holder or second holder or as a nominee and by their relatives, in the Company are under:

| Sr. No. | Name of the Director/ KMPs and relatives of directors and KMPs | Designation | Number of equity shares held as on March 31, 2020 |
|---------|--|------------------------------------|---|
| 1 | Padmanabhan Iyer | Managing Director and Global CEO | 1,920 |
| 2 | Rajeev Kumar Sinha | Nominee Director-IDBI Bank Limited | 5,000 |

Save as aforesaid, none of the Directors and KMPs of the Company and their relatives have any concern or material interest in the Scheme of Arrangement.

8. **Effect of Scheme on stakeholders.**

The effect of the Scheme on various stakeholders is summarised below:

A. **Shareholders, Key Managerial Personnel, Promoter and Non-Promoter Shareholders**

The effect of the Scheme on the Shareholders, Key Managerial Personnel, Promoter and Non-Promoter Shareholders of the Company is given in the attached reports (**Annexure "ES-2"**) adopted by the Board of Directors of the Company at their meeting held on June 29, 2018 pursuant to the provisions of Section 232(2)(c) of the Companies Act, 2013.

B. **Directors**

- i. The Scheme will have no effect on the office of existing Directors of the Company. The Directors of the Company will continue to be Directors of the company as before. It is clarified that following the Scheme, the composition of the Board of Directors of such company may change by appointments, retirements or resignations in accordance with the provisions of the Act and Memorandum and Articles of Association of such companies but the Scheme itself does not affect the office of Directors of such Companies.
- ii. The effect of the Scheme on Directors of the Company in their capacity as shareholders of the said Company is the same as in case of other shareholders of the Company, as mentioned in the aforesaid report enclosed herewith as Annexures ES-2 hereto.

C. Employees

- i. Employees engaged in the Company will continue to be employees of the Company, on the same terms and conditions, as before.
- ii. The Scheme will have no effect on the employees of the Company.

D. Creditors

Except as stated in the Scheme, the creditors of the Company will continue to be creditors of the Company on the same terms and conditions, post the Scheme becoming effective.

E. Debenture holders and Debenture Trustees

The Company has not issued any debentures. No debenture trustees have been appointed. The Company has issued Foreign Currency Convertible Bonds (“FCCBs”). The FCCBs are listed on Singapore Stock Exchange. The reduction of equity share capital as per the Scheme will not cause any prejudice to the FCCB holders of the Company. The entitlement of FCCB holders to equity shares shall be suitably adjusted in view of the reduction and consolidation of equity share capital and shall be compliant with the FCCB documents.

F. Depositors and Deposit Trustees

The Company has not taken term deposits from depositors. No deposit trustees have been appointed.

There will be no adverse effect on account of the Scheme on the aforesaid stakeholders. The Scheme is proposed to the advantage of all concerned, including the said stakeholders.

9. No investigation proceedings

There are no proceedings pending under Sections 210 to 227 of the Companies Act, 2013 against the Company.

10. Amounts due to unsecured creditors

- i. The amount due to unsecured creditors, as on May 31, 2020 is INR 1250.45 crores.
- ii. The Scheme embodies the arrangement between the Company and its shareholders. No change in value or terms or any compromise or arrangement is proposed under the Scheme with any of the creditors of the Company. The Scheme does not involve any debt restructuring and therefore the requirement to disclose details of debt restructuring is not applicable.

11. Summary of Fairness Opinion

- v. Saffron Capital Advisors Private Limited, a Category-I independent Merchant Banker, have given a fairness opinion on the reduction of the share capital of the Company and subsequent consolidation of the face value of the equity shares of the Company under the proposed Scheme. The fairness opinion which is annexed to this explanatory statement as **Annexure “ES-3”**. The said merchant banker concluded as follows:

“On the basis of the foregoing and based on the information and explanation provided to Us, in Our opinion, the Scheme is fair and reasonable.”

12. Shareholding pattern

- A. **The pre/post-arrangement shareholding pattern of the Company** - There will be no change in the shareholding pattern of the Company consequent to the Scheme.
- B. **Pre/post Arrangement capital structure of the Company.**

The pre-arrangement capital structure of the Company is given in paragraph 4.A(iv) above. The post arrangement capital structure of the Company will be as follows:-

| Class of Shares – Equity Shares | Authorised Capital | Issued Capital* | Subscribed Capital* | Paid up Capital* |
|---|--------------------|-----------------|---------------------|------------------|
| Number of equity shares | 2,200,000,000 | 16,16,65,486 | 16,16,65,486 | 16,16,65,486 |
| Nominal value per share (in rupees) | 10 | 10 | 10 | 10 |
| Total amount of equity shares (in rupees) | 22,000,000,000 | 1,61,66,54,860 | 1,61,66,54,860 | 1,61,66,54,860 |

* including diluted capital

There will not be any change in the capital structure in case of Preference Shares already issued by the Company. The pre and post arrangement preference share capital shall remain the same.

13. Auditors Certificate of conformity of accounting treatment in the Scheme with Accounting Standards

The Auditor of the Company has confirmed that the accounting treatment in the said Scheme is in conformity with the accounting standards prescribed under Section 133 of the Companies Act, 2013.

14. Approvals and intimations in relation to the Scheme

- i. The shares of the Company are listed on BSE and NSE. The Company had filed the Scheme with NSE and BSE in terms of the SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("SEBI Scheme Circular") for their approvals. Apart from the same, the Company also submitted the Report of its Audit Committee on the Scheme and various other documents to the stock exchanges and also displayed the same on their website in terms of the SEBI Scheme Circular and addressed all queries on the said documents. The Complaints Report required to be filed in terms of the said SEBI Scheme Circular was also duly filed by the said Company. BSE and NSE by their respective letters dated March 9, 2020 issued to the Company have since confirmed that they have 'no adverse observation' on the Scheme pursuant to the said SEBI Scheme Circular. Copies of the said complaints report are attached as **Annexure "ES-4"** hereto. Copies of the said observation letters issued to the Company are attached as **Annexure "ES-5"** hereto. The foreign currency convertible bonds ("**FCCBs**") of the Company are listed on the Singapore Exchange Securities Trading Limited ("**Singapore Stock Exchange**").
- ii. Further, the Company confirms that notice of the Scheme in the prescribed form is also being served on all concerned Authorities in terms of the Order of the Hon'ble Tribunal dated June 1, 2020.

15. Inspection of Documents

In addition to the documents annexed hereto, the electronic copy of following documents will be available for inspection in the investor section of the website of the Company at www.3i-infotech.com

- a. Copy of the order dated June 1, 2020 passed by the National Company Law Tribunal, Special Bench, Mumbai in Company Application (CAA) No. 992/MB/2020;
- b. Memorandum and Articles of Association of the Company;
- c. Audited Financial Statements of the Company including consolidated financial statements for the financial year ended March 31, 2019;
- d. Copy of the scheme of arrangement;
- e. Certificates of the Auditors of the Applicant confirming the accounting treatment under the Scheme;
- f. All other documents displayed on the Company's website in terms of the SEBI Scheme Circular dated March 10, 2017, including Report of the Audit Committee of the Company.

Dated this 15th day of June, 2020.

Sd/-
Padmanabhan Iyer
Chairperson appointed by
NCLT for the Meeting

**SCHEME FOR ARRANGEMENT
BETWEEN
3i INFOTECH LIMITED
AND
ITS SHAREHOLDERS
(UNDER SECTIONS 230 TO 232 AND
OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013)**



A. PREAMBLE

This scheme of arrangement ("**Scheme**") provides for the reduction of share capital of the Company (as defined hereinunder) and subsequent consolidation of the face value of the equity shares of the Company pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013. This Scheme also provides for various other matters consequential thereto or otherwise integrally connected therewith.

B. BACKGROUND OF THE COMPANY

3i Infotech Limited (herein after referred to as "**Company**") is a listed company incorporated under the provisions of the Companies Act, 1956 under the Corporate Identity Number (CIN) L67120MH1993PLC074411. The Company offers business transformation solutions to government, manufacturing, retail, distribution, telecom and healthcare sectors through IP based software solutions and wide range of information technology services. It is also focused on value added services such as business intelligence & analytics services, infrastructure management services, testing & compliance, application development & maintenance, consulting and its BPO offerings and has a very strong foothold and customer base in geographies like South Asia, Middle East and Africa, China, Asia Pacific, Kingdom of Saudi Arabia and North America. The Company is listed on BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**"). The foreign currency convertible bonds ("**FCCBs**") of the Company are listed on the Singapore Stock Exchange. The main objects of the Company are as under:

"A THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED ON ITS INCORPORATION ARE:

1. *To provide services in connection with issue and transfer of various securities, shares, stocks, debentures, bonds, fixed deposits, derivatives, units of mutual funds and all other types of financial instruments by acting as Registrars to the issue and Registrars and Transfer Agents; to render custodial and depository services; securitization services, to act as Issue Agents, Paying Agents; to provide back office services such as processing of documents, forms, scanning, storage, access, retrieval, encryption, whether in electronic form or physical form, secure custody in relation to above, whether for a domestic entity or foreign entity whether in India or abroad.*
2. *To design, develop, create, manufacture, improve, implement, customize, install, distribute, market, buy, sell, lease, license, trade, import, export, communicate and / or transmit by any mode including through electronic mode, deal, alter, modify, code, decode, encrypt, decrypt and maintain any software including packaged software, computer program, database, information, firmware, source code, software tools, technologies, solutions, whether onsite or offsite, either directly or indirectly.*
3. *To design, develop, manufacture, fabricate, construct, assemble, implement, install, acquire, buy, sell, market, hire, transfer, lease, license, supply, trade, import, export, deal, use, dispose, operate, distribute, alter, modify, charter, recondition, repair, work upon and maintain, any machine, equipment, tools, apparatus, appliances, systems, mechanical, electronic, electromechanical, technical and / or technology products and systems and program products, transmission lines, transmission equipment, terminals, facilities and accessories and devices of all kinds including any components or parts thereof or materials or articles used in connection therewith and any and all other*



devices, materials, substances, accessories, articles or things of a character similar or analogous to the foregoing or any of them or connected herewith and of any such technology as may be developed in future and to render all sorts of services and technical assistance related to above, whether onsite or offsite, either directly or indirectly.

4. *To provide / render consultancy / advisory services on matters relating to software solutions/ products, business intelligence, strategy planning, Information Technology (IT) and IT enabled services, scientific or mathematical information, front and back office services, system analysis, communication networks, database, information and data centers, image and data processing systems, organizational requirements and restructure, administration, finance, secretarial, management, personnel, commencement or expansion of industry and business, commercial, legal, economic, labour, industrial, public relations, marketing, publicity, science, technology, direct and indirect taxation and other levies, statistical, accounting, programming, quality control, data processing and designing for any commercial or non commercial entity(incorporated or unincorporated) whether in India or abroad.*
5. *To act as service organization or bureau to provide services in various fields like software solutions, software products, IT and IT enabled services, web enabled services, web filing services, wired and / or wireless connectivity as well as internet connectivity, value added services, electronic commerce, services in various forms such as voice, email, chat and collaborative browsing, data base and data processing services, and all kinds of communications as are in use or may be developed in future, e-Governance projects including but not limited to Government to Citizens (G2C), Business to Customers (B2C), Business to Business (B2B), Customer to Customer (C2C), projects of any ownership model, Turnkey projects, System Integration and management services, legal, accounting, administrative, finance, marketing, secretarial, public relations, human resource and all broking, intermediary and ancillary services / facilities for any commercial or non commercial entity engaged in any business activity (incorporated or unincorporated) whether in India or abroad.*
6. *To provide facilities management in the area such as help desk facilities, call centre management, Information Technology operations, configuration, asset and infrastructure management, back-up and recovery, network operations, security solutions and administration and management of security services, devices, mechanisms, solutions, remote administration, data, software, online maintenance, user training, data base management, disaster recovery, planning and execution.*
7. *To establish, operate, manage and supervise data / information centers, exchanges and bureaus, to give out computer machine time; to engage in collection, receipt, processing, alteration, adaptation, modification, correction, analysis, classification, grading, sorting, qualitative and quantitative rating and ranking of the information and data and dissemination of information and providing / sharing of data either in India or abroad; to provide assistance and consultancy related thereto.*



8. *Carrying on the business of engineering consultants and administrations, organisations, undertakings, institutions, industry and business, and to undertake preliminary planning, site development studies, feasibility reports, design engineering, procurement, factory inspection, construction management, trial and acceptance testing, operator training, plant betterment services, etc., including technical and specialised advice on projects.*
9. *Engaging in and conducting research, to carry on investigation and experiments of all kinds; to originate, develop and improve discoveries, inventions, processes and formulae and to utilize the outcomes of the above to manufacture, exploit, use, purchase or otherwise acquire, own, hold, operate, sell, transfer, lease, license, distribute or otherwise dispose off and generally to deal in, property of every kind and description for the said purpose whether related to the existing business of the company or otherwise either for itself or for clients, whether in India or abroad.*
10. *Establishing, maintaining and conducting training schools, courses, and programs in connection with the use, purchase, sale, import, export, license, distribution, design, development, architecture, manufacture or rental of software, software products, services, business process and support services, web services, machines, apparatus, appliances, systems and merchandise of articles required in the use thereof or used in connection therewith and to provide such training and recruitment services and qualified workforce to various divisions of the company or outside company.*
11. *To act within or outside India as trustees for mutual funds, offshore funds, pension funds, provident funds, venture capital funds, insurance funds, collective or private investment schemes, employee welfare or compensation schemes or any other schemes, bonds or debentures and for this purpose set up, settle, declare or execute trusts and to act as a trustee for the benefit and in the interest of the beneficial interest holders.*
12. *To act as the Authorized Business Partner, Authorized Service Provider or Channel Partner or Dealer in relation to buying, selling, distributing, marketing, maintaining of various software products, solutions, IT Services, Network devices, other networking solutions, computer hardware, devices, components, peripherals, consumables and stationery, Internet services.*
13. *To grow organically and inorganically either by way of setting up, incorporation, formation, acquisition, amalgamation, merger, takeover of various companies whether directly or indirectly through association, joint-venture, partnership with any other entity or through wholly-owned / partly owned subsidiaries whether in India or abroad and to buy, subscribe, purchase, acquire, hold, transfer, sell in its name or through its nominees / representatives / subsidiaries / associates / joint ventures as may be appropriate from time to time in the form of shares, stock, contributions, debentures or any other type of security / ies in the capital of any company, firm, trust or such other entity."*



C. RATIONALE FOR THE SCHEME

- (i) The Company has suffered substantial losses since FY 2011-12 and has not been able to scale its business and unleash its full potential for growth and profitability. However, there has been a turnaround in the fortunes of the Company. The Company has in the financial years 2016-17, 2017-18 and 2018-19, reported profits on a consolidated basis. Further, it has also entered into a Supplemental Master Restructuring Agreement with its lenders with a view to proactively manage its debt position.
- (ii) As per the audited financial statements for the year ended 31 March 2019, the Company has accumulated losses amounting to INR 2,271.66 crores. The said accumulated losses have wiped off the value represented by the share capital. Thus, the financial statements of the Company are not reflective of the financial position of the Company.
- (iii) Due to huge accumulated losses of the prior years, the financial statements do not reflect the turnaround in the business of the Company. Thus, with a view to ensure that (i) the financial statements of the Company reflect its true and fair financial health/ position; and (ii) to obliterate the share capital being lost and not represented by available assets of the Company, it is necessary to carry out reduction of share capital of the Company. Subsequent, to reduction, the consolidation of equity shares aims to maintain optimum liquidity in the market commensurate with other entities of similar size and in similar business.
- (iv) The reduction of share capital and subsequent consolidation in the manner proposed herein would enable the Company to rationalise its capital structure and present a true and fair financial position of the Company which commensurate with its business and assets.
- (v) Hence, the proposed reduction of share capital and subsequent consolidation is in the interest of the Company and its shareholders, creditors and all concerned.

D. OPERATION OF THE SCHEME

- (i) This Scheme provides for a reduction of share capital of the Company on the Record Date (as defined hereinunder). Such reduction shall be effected by reducing the face value of the equity shares of the Company from INR 10 to INR 1. Subsequent to such reduction in face value of the equity shares of the Company, the Scheme provides for consolidation of 10 equity shares of the Company of INR 1 into one equity share of the Company of INR 10 each.
- (ii) Both the reduction and consolidation of the share capital shall be done as an integral part of the Scheme and without discharge of any consideration in accordance with the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, and such other approvals / permissions, as may be required under applicable law, regulations and guidelines issued by the regulatory authorities.
- (iii) This Scheme also makes provisions for various other matters consequential or related hereto and otherwise integrally connected herewith.

E. PARTS OF THE SCHEME

This Scheme is divided into the following parts:



- (i) **Part I** deals with the definitions of capitalized terms used in this Scheme and the details of the share capital of the Company;
- (ii) **Part II** deals with reorganisation of the share capital of the Company; and
- (iii) **Part III** deals with the other general terms and conditions that would be applicable to the Scheme.

PART I DEFINITIONS AND SHARE CAPITAL

1. DEFINITIONS

1.1 In this Scheme, unless inconsistent with the subject or context thereof the following expressions shall have the following meanings:

- 1.1.1 **"3i Infotech ESOS"** means the Employee Stock Option Scheme 2000, Employee Stock Option Scheme 2007 of the Company framed under the Securities and Exchange Board of India (Employee Stock Options Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and aligned with the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Employee Stock Option Scheme 2018 framed in accordance with the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and includes any other scheme that may be framed in accordance with the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and approved by the shareholders of the Company before the Effective Date;
- 1.1.2 **"Act"** means the Companies Act, 2013 and shall include any other statutory amendment or re-enactment or restatement and the rules and/ or regulations and/ or other guidelines or notifications made thereunder from time to time;
- 1.1.3 **"Appointed Date"** means the Effective Date;
- 1.1.4 **"Board"** means the board of directors of the Company, and shall include a committee of directors or any person authorized by the board of directors or such committee of directors duly constituted and authorized for the purposes of matters pertaining to this Scheme or any other matter relating thereto;
- 1.1.5 **"Effective Date"** means the opening business hours of the day on which the conditions specified in Clause 10 (*Conditions Precedent*) of this Scheme are complied with. Reference in this Scheme to the date of **"coming into effect of this Scheme"** or **"effectiveness of this Scheme"** or **"Completion Date"** shall mean the Effective Date;
- 1.1.6 **"Employees"** means all the employees of the Company along with all benefits under employment including gratuity, superannuation, pension benefits and the provident fund or other compensation or benefits of such employees;
- 1.1.7 **"FCCB Documents"** includes the following:
 - (a) In respect of FCCBs represented by ISIN XS0308551166 and LRN 2007687:
 - (i) Trust Deed dated 26 July 2007 between the Company and Deutsche Trustee Company Limited;



- (ii) Supplemental Trust Deed dated 25 April 2012 between the Company and Deutsche Trustee Company Limited modifying certain provisions of the Trust Deed dated 26 July 2007; and
 - (iii) Second Supplemental Trust Deed dated 9 December 2016 between the Company and Deutsche Trustee Company Limited modifying certain provisions of the Trust Deed dated 26 July 2007 as modified by Supplemental Trust Deed dated 25 April 2012.
- (b) In respect of FCCBs represented by ISIN XS0769181982 and LRN 201204162:
 - (i) Trust Deed dated 25 April 2012 between the Company and Deutsche Trustee Company Limited; and
 - (ii) Supplemental Trust Deed dated 9 December 2016 between the Company and Deutsche Trustee Company Limited modifying certain provisions of the Trust Deed dated 25 April 2012.
- (c) In respect of FCCBs represented by ISIN XS1423751418 and LRN 201612235:
 - (i) Trust Deed dated 9 December 2016 between the Company and Deutsche Trustee Company Limited.

1.1.8 **"INR"** means Indian Rupee, the lawful currency of the Republic of India;

1.1.9 **"Record Date"** means the date fixed by the Board for the purpose of determining the shareholders whose shares will be reduced and consolidated pursuant to Clause 4.1 and 4.2 of the Scheme;

1.1.10 **"RoC"** means the Registrar of Companies, Mumbai having jurisdiction over the Company;

1.1.11 **"Scheme"** means this scheme of reduction of equity share capital, with or without any modification approved or imposed or directed by the Tribunal;

1.1.12 **"SEBI"** means the Securities and Exchange Board of India;

1.1.13 **"SEBI Circular"** shall mean the circular issued by the SEBI, being Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017, and any amendments thereof, modifications issued pursuant to regulations 11, 37 and 94 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015;

1.1.14 **"Stock Exchanges"** shall mean the BSE and the NSE; and

1.1.15 **"Tribunal"** means the Mumbai bench of the National Company Law Tribunal having jurisdiction over the Transferor Company and the Transferee Company, as the case may be.

1.2 All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, Income-tax Act, 1961 and other applicable laws, rules, regulations, bye laws, as the case may be, including any statutory modification or re-enactment thereof from time to time.



2. SHARE CAPITAL

- 2.1 The authorised, issued, subscribed and paid-up share capital of the Company as on December 6, 2019 is as under:

| Particulars | INR |
|--|-----------------------|
| Authorised Share Capital | |
| 2,200,000,000 equity shares of face value INR 10 each | 22,000,000,000 |
| 200,000,000 0.01% Cumulative Non-Convertible Redeemable Class A preference shares of face value INR 5 each | 1,000,000,000 |
| 1,500,000,000 0.10% Cumulative Non-Convertible Redeemable Class B preference shares of face value INR 5 each | 7,500,000,000 |
| 1,050,000,000 0.10% Cumulative Non-Convertible Redeemable Class C preference shares of INR 1 each | 1,050,000,000 |
| Total | 31,550,000,000 |
| Issued, Subscribed and Paid-up Capital | |
| 1,616,644,862 equity shares of INR 10 each | 16,166,448,620 |
| 130,000,000 0.01% Cumulative Non-Convertible Redeemable Class A preference shares of face value INR 5 each | 650,000,000 |
| 1,275,521,596 0.10% Cumulative Non-Convertible Redeemable Class B preference shares of face value INR 5 each | 6,377,607,980 |
| Total | 23,194,056,600 |

Subsequent to the above date, there has been no change in the authorised, issued, subscribed and paid up share capital of the Company.

The Company has outstanding stock options under 3i Infotech ESOS, the exercise of which may result in an increase in the issued and paid up share capital of the Company.

Exercise of conversion option by the holders of FCCBs of the Company may also result in an increase in the issued and paid up share capital of the Company.

The equity shares of the Company are listed on the Stock Exchanges.

3. DATE OF TAKING EFFECT AND OPERATIVE DATE

The Scheme as set out herein in its present form or with any modification(s), as may be approved or imposed or directed by the Tribunal(s) or made as per Clause 9 of the Scheme, shall become effective from the Appointed Date but shall be operative from the Effective Date.

PART II

REORGANISATION OF SHARE CAPITAL OF THE COMPANY

4. REORGANISATION OF SHARE CAPITAL OF THE COMPANY

- 4.1 With effect from the Effective Date and on such Record Date as may be decided by the Company, the entire issued, subscribed and paid up equity share capital of the Company as



on the Record Date shall stand reduced, by reducing the face value of the equity shares, from the present sum of INR 10 (Ten) each fully paid to equity shares of INR 1 (One) each fully paid.

- 4.2 Immediately, upon reduction of the face value of the equity shares of the Company under Clause 4.1 above, 10 (Ten) equity shares of face value of INR 1 each (One) (as reduced under Clause 4.1 above), shall be consolidated into 1 (One) fully paid up equity share of INR 10 each.
- 4.3 In the event, if, after giving effect to the reduction of face value of the equity shares of the Company and immediate consolidation of the face value of such equity shares of the Company (as mentioned in Clauses 4.1 and 4.2 above), a shareholder becomes entitled to a fraction of an equity share of the Company, the Company shall not issue fractional shares or share certificates, as the case may be, to such member/ beneficial owner, but shall consolidate such fractions and round up the aggregate of such fractions to the next whole number and issue and allot the consolidated equity shares directly to a trustee nominated by the Board in that behalf, who shall sell such shares in the market at such price or prices and on such time or times as the trustee may in its sole discretion decide and on such sale, shall pay and distribute the net sale proceeds (after deduction of the expenses incurred) to the shareholders/ beneficial owners respectively entitled to the same in proportion to their fractional entitlement.
- 4.4 The share certificates of the Company in relation to the equity shares held by its shareholders shall, without any further application, act, instrument or deed, be deemed to have been automatically cancelled pursuant to this Scheme. After taking into effect the reduction and consolidation of share capital of the Company, as mentioned in Clauses 4.1 and 4.2 above and on the basis of shareholdings on the Record Date, either fresh share certificate(s) will be issued to the shareholders of the Company holding the shares in physical form, or, in case of shareholding in dematerialised form, appropriate number of shares in terms of this Scheme will automatically be credited to the respective dematerialised accounts of the said shareholders maintained with the depositories.
- 4.5 The proposed reduction in face value of equity shares and the subsequent consolidation as contemplated in Clause 4.1 and 4.2 shall be in respect of all the equity shares held by the members of the Company. Therefore, there will be no change in the shareholding percentage post giving effect to reduction and consolidation of the equity share capital.
- 4.6 The equity shares of the Company shall continue to be listed on the Stock Exchanges and the Company shall make necessary applications to the Stock Exchanges, pursuant to Scheme coming into effect, to note consequential changes due to reduction and consolidation of share capital of Company.
- 4.7 The reduction of the share capital of the Company shall be effected as an integral part of this Scheme itself, without having to follow the process under Sections 66 of the Act separately and the order of the Tribunal sanctioning this Scheme shall be deemed to be an order under Section 66 of the Act confirming the reduction.
- 4.8 Notwithstanding the reduction in the equity share capital of the Company, the Company shall not be required to add "And Reduced" as suffix to its name.
- 4.9 The Scheme does not envisage transfer or vesting of any of the properties and/ or liabilities of the Company to any person or entity and consequently, the order of the Competent Authority approving the Scheme will not attract any stamp duty.



- 4.10 The Company submits that the proposed reduction in capital does not violate or circumscribe any provision of the Act or any rules or regulations made under the Act.

5. ACCOUNTING TREATMENT IN THE BOOKS OF THE COMPANY

- 5.1 The equity share capital written off in terms of Clause 4.1 of the Scheme shall be utilised for writing off the accumulated losses of the Company as on the Effective Date and the Company shall pass appropriate entries as per the applicable accounting policies and accounting standards as regards accounting for the reduction of capital and writing off the accumulated losses of the Company on the Effective Date.

PART III

GENERAL TERMS & CONDITIONS

6. EMPLOYEES

- 6.1 The employees of the Company shall, in no way, be affected by the proposed reduction of share capital, as there is no transfer of employees under the Scheme. On the Scheme becoming effective, all the employees of the Company shall continue with their employment, without any break or interruption in their services, on the same terms and conditions on which they are engaged as on the Effective Date.
- 6.2 The stock options granted under the 3i Infotech ESOS shall be suitably adjusted in view of the reduction and consolidation of equity share capital in Clause 4.1 and 4.2 above.

7. CREDITORS

- 7.1 The reduction of equity share capital (as set out in Clause 4.1 above) will not cause any prejudice to the creditors of the Company. The creditors of the Company are, in no way, affected by the proposed reduction of equity share capital, as there is no reduction in the amount payable to any of the creditors and no compromise or arrangement is contemplated with the creditors. Further, there is no actual cash outflow. Thus, the proposed adjustment would not, in any way, adversely affect the operations of the Company or the ability of the Company to honour its commitments or to pay its debts in the ordinary course of business.
- 7.2 The Company has entered into a Master Restructuring Agreement ("MRA") with its lenders for restructuring its borrowings. In terms of the MRA, the Company is required to issue equity shares to its lenders in lieu of its borrowings. With respect to such equity shares which are required to be issued in terms of the MRA and remain unissued, then such issuance shall be suitably adjusted to account for the reduction and consolidation of equity share capital in Clause 4.1 and 4.2.

8. FCCB HOLDERS

- 8.1 The reduction of equity share capital (as set out in Clause 4.1 above) will not cause any prejudice to the FCCB holders of the Company. Their entitlement to equity shares shall be suitably adjusted in view of the reduction and consolidation of equity share capital in Clause 4.1 and 4.2 and shall be compliant with the FCCB Documents.
- 8.2 It is clarified that after the Record Date, the conversion formula of FCCB shall be adjusted in a manner such that the FCCB Holder would be entitled to one tenth of the shares in the Company which he would otherwise be entitled to had the reduction and consolidation contemplated in Clause 4.1 and 4.2 above, not taken place.



- 8.3 It is further clarified that conversion formula for all conversion requests of FCCBs pending on the Record Date shall be adjusted in accordance with Clause 8.2.

9. MODIFICATION OR AMENDMENTS TO THE SCHEME

- 9.1 The Board of the Company acting themselves or through authorized persons, may consent to any modifications or amendments of the Scheme at any time and for any reason whatsoever, or to any conditions or limitations that the Tribunal or any other authority may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate and solve all difficulties that may arise for carrying out the Scheme and do all acts, deeds and things necessary for putting the Scheme into effect.
- 9.2 For the purpose of giving effect to this Scheme or to any modification thereof the Board of the Company acting themselves or through authorized persons is authorised to give such directions including directions for settling any question of doubt or difficulty that may arise and such determination or directions, as the case may be, shall be binding on all parties, in the same manner as if the same were specifically incorporated in this Scheme.
- 9.3 It is clarified that if any modifications are required post satisfaction of the conditions precedent mentioned in Clause 10 below and the Scheme having been made effective, the Effective Date shall not be affected by any such modifications that might be required to be made and the Effective Date for such modified Scheme shall be same as the date on which Scheme was made effective prior to the modifications.

10. CONDITIONS PRECEDENT

- 10.1 Unless otherwise decided (or waived) by the Board, the Scheme is conditional upon and subject to the following conditions precedent:
- 10.1.1 obtaining no-objection/ observation letter from the Stock Exchanges in relation to the Scheme under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015;
- 10.1.2 approval of the Scheme by the requisite majority of each class of shareholders and creditors of the Company and such other classes of persons of the Company, if any, as applicable or as may be required under the Act and as may be directed by the Tribunal;
- 10.1.3 the sanctions and orders of the Tribunal, under Sections 230 to 232 of the Act being obtained by the Company; and
- 10.1.4 certified/ authenticated copies of the orders of the Tribunal, sanctioning the Scheme, being filed with the RoC.

11. EFFECT OF NON-RECEIPT OF APPROVALS AND MATTERS RELATING TO REVOCATION / WITHDRAWAL OF THE SCHEME

- 11.1 In the event of any of the said sanctions and approvals referred to in the Clause 10 above, not being obtained and/ or the Scheme not being sanctioned by the Tribunal and / or the order not being passed as aforesaid within such period or periods as may be agreed upon by the Board, this Scheme shall stand revoked, cancelled and be of no effect, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and/ or liabilities which might have arisen or accrued pursuant thereto and which shall be



governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law.

12. COSTS, CHARGES, TAXES AND EXPENSES

- 12.1 All costs, charges, expenses, taxes, duties, levies and fees, if any, arising out of or incurred in carrying out and implementing the provisions of and giving effect to the Scheme, shall be borne and paid by the Company.



3i INFOTECH LIMITED

BALANCE SHEET AS AT MARCH 31, 2020

(Amount in INR crores)

| Particulars | Notes | March 31, 2020 | March 31, 2019 |
|--|-------|-----------------|-----------------|
| ASSETS | | | |
| Non-Current Assets | | | |
| (a) Property, Plant and Equipment | 3 | 138.02 | 138.64 |
| (b) Right-To-Use Assets | | 44.58 | - |
| (c) Other Intangible Assets | 4 | 224.07 | 224.66 |
| (d) Financial Assets | | | |
| (i) Investments | 5 | 1,199.84 | 1,167.21 |
| (ii) Loans | 5 | 40.83 | 40.83 |
| (iii) Other Financial Assets | 5 | 10.73 | 5.14 |
| (e) Income Tax Asset (Net) | | 112.29 | 98.17 |
| (f) Other Non-Current Assets | 9 | 5.10 | 8.00 |
| | | 1,775.46 | 1,682.65 |
| Current assets | | | |
| (a) Inventories | | - | - |
| (b) Financial Assets | | | |
| (i) Trade Receivables | 6 | 653.04 | 629.00 |
| (ii) Cash and Cash Equivalents | 7 | 67.25 | 79.47 |
| (iii) Bank Balances Other than (iii) above | 8 | 0.00 | 0.00 |
| (iv) Loans | 5 | - | 0.01 |
| (v) Other Financial Assets | 5 | 69.93 | 58.89 |
| (c) Other Current Assets | 9 | 10.60 | 8.05 |
| | | 800.82 | 775.42 |
| TOTAL | | 2,576.28 | 2,458.07 |
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| (a) Equity Share capital | 11 | 1,616.65 | 1,616.64 |
| (b) Other Equity | 12 | (1,083.32) | (1,214.23) |
| | | 533.33 | 402.41 |
| Liabilities | | | |
| Non Current Liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | 14 | 739.61 | 812.16 |
| (ii) Lease Liabilities (IndAS116) | | 42.54 | - |
| (iii) Other Financial Liabilities | 15 | 5.00 | 5.00 |
| (b) Provisions | 18 | 15.37 | 15.40 |
| | | 802.52 | 832.56 |
| Current Liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | 14 | 13.08 | 12.13 |
| (ii) Lease Liabilities (IndAS116) | | 5.31 | - |
| (iii) Trade Payables | 16 | | |
| Micro, Small and Medium Enterprises | | 0.53 | 0.02 |
| Others | | 41.81 | 66.93 |
| (iv) Other Financial Liabilities | 15 | 1,164.99 | 1,133.73 |
| (b) Other Current Liabilities | 17 | 12.93 | 8.33 |
| (c) Provisions | 18 | 1.78 | 1.96 |
| | | 1,240.43 | 1,223.10 |
| TOTAL | | 2,576.28 | 2,458.07 |



3i INFOTECH LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2020

(Amount in INR crores)

| Particulars | Notes | FTY 2019-20 | FTY 2018-19 |
|---|-------|---------------|---------------|
| REVENUE | | | |
| Revenue from operations (net) | 19 | 338.27 | 283.93 |
| Other income | 20 | 103.02 | 221.55 |
| Total Revenue (I) | | 441.29 | 505.48 |
| EXPENSES | | | |
| Employee benefits expense | 22 | 128.69 | 88.63 |
| Cost of third party products and services | 21 | 43.72 | 29.01 |
| Finance costs | 23 | 86.62 | 80.56 |
| Depreciation and amortization expense | 24 | 16.31 | 6.82 |
| Other expenses | 25 | 37.99 | 49.61 |
| Total Expenses (II) | | 313.33 | 254.63 |
| Profit/(loss) before exceptional items and tax from continuing operations (I-II) | | 127.96 | 250.85 |
| Exceptional Items | | - | - |
| Profit/(loss) before tax from continuing operations | | 127.96 | 250.85 |
| Tax expense: | | | |
| Current tax | | - | - |
| Adjustment of tax relating to earlier periods | | 0.07 | - |
| Deferred tax | | - | - |
| Profit/(loss) for the period from continuing operations | | 127.89 | 250.85 |
| Profit/(loss) for the period | | 127.89 | 250.85 |
| OTHER COMPREHENSIVE INCOME | | | |
| A. Other Comprehensive income not to be reclassified to profit and loss in subsequent periods: | | | |
| Remeasurement of gains (losses) on defined benefit plans | | 1.41 | 1.40 |
| Income tax effect | | - | - |
| B. Other Comprehensive income to be reclassified to profit and loss in subsequent periods: | | - | - |
| Other Comprehensive income for the year, net of tax | | 1.41 | 1.40 |
| TOTAL COMPREHENSIVE INCOME FOR THE PERIOD, NET OF TAX | | 129.31 | 252.25 |
| Earnings per share for profit from continuing operations attributable to equity shareholders | | | |
| Basic EPS | | 0.79 | 1.55 |
| Diluted EPS | | 0.92 | 1.67 |



STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2020

(Amount in INR crores)

| Particulars | 2019-20 | 2018-19 |
|--|-----------------|----------------|
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| Profit/(Loss) before income tax from: | | |
| Continuing operations | 127.96 | 250.86 |
| Profit before income tax including discontinued operations | 127.96 | 250.86 |
| Adjustments for: | | |
| Depreciation and amortisation expense | 16.31 | 6.82 |
| Employee share-based payment expense | 3.31 | 0.68 |
| Allowance for doubtful debts | (2.97) | (1.64) |
| Net loss on disposal of property, plant and equipment | - | 0.02 |
| Net gain on disposal of property, plant and equipment | (0.01) | - |
| (Gain)/Loss on the sale of Investments (IGAAP) | (0.20) | - |
| (Gain)/Loss on the sale of Investments (IndAS) | 2.34 | - |
| (Gain)/Loss on modification of leased assets (IndAS116) | (0.12) | - |
| Guarantee Commission Income | (0.78) | (0.96) |
| Interest Income on Financial Assets at Amortised Cost | (20.10) | (19.16) |
| Miscellaneous Income | (0.97) | (129.98) |
| Remeasurement of Employee benefit obligation | 1.41 | 1.40 |
| Interest income classified as investing cash flows | (11.69) | (18.12) |
| Finance costs | 86.62 | 80.56 |
| Net foreign exchange differences | (69.42) | (51.67) |
| Rent - Right-To-Use Assets (IndAS116) | (10.88) | - |
| Change in operating assets and liabilities: | | |
| (Increase)/Decrease in trade receivables | 16.82 | (31.73) |
| Increase/(decrease) in trade payables | (23.56) | (5.28) |
| (Increase) in other financial assets | (7.01) | (11.71) |
| (Increase)/decrease in other non-current assets | 2.92 | (3.60) |
| (Increase)/decrease in other current assets | (2.55) | (1.48) |
| Increase/(decrease) in provisions | (0.62) | 0.42 |
| Increase in other current liabilities | (2.03) | (5.66) |
| Cash generated from operations | 104.78 | 59.77 |
| Less: Income taxes paid | 11.82 | (26.75) |
| Net cash inflow from operating activities | 92.96 | 86.52 |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| Payments for property, plant and equipment | (6.47) | (3.82) |
| Payments for software development costs | (0.10) | (0.08) |
| Proceeds from sale of subsidiary | 23.00 | - |
| Proceeds from sale of property, plant and equipment | 0.01 | 0.00 |
| Repayment of loans by employees | 0.01 | 0.13 |
| Dividends received | 0.23 | - |
| Interest received | - | 6.39 |
| Net cash inflow (outflow) from investing activities | 16.68 | 2.62 |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | |
| Repayment of borrowings | (83.67) | (2.51) |
| Repayment of borrowings - Related Parties | 0.00 | (2.93) |
| Interest paid | (37.43) | (35.51) |
| Dividends paid | (0.64) | (0.64) |
| Dividend distribution tax paid | (0.13) | (0.32) |
| Net cash inflow (outflow) from financing activities | (121.87) | (41.91) |
| Net increase (decrease) in cash and cash equivalents | (12.23) | 47.25 |
| Cash and Cash Equivalents at the beginning of the financial year | 79.47 | 32.22 |
| Effects of exchange rate changes on Cash and Cash Equivalents | - | - |
| Cash and Cash Equivalents at end of the year | 67.24 | 79.47 |
| Cash and cash equivalents as per above comprise of the following: | | |
| Cash and cash equivalents | | |
| Balances with banks: | | |
| - On current accounts | 3.35 | 5.19 |
| - On deposit accounts | 63.89 | 74.28 |
| Cash on hand | 0.00 | 0.00 |
| Balances per statement of cash flows | 67.24 | 79.47 |



3i INFOTECH LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020
3. PROPERTY, PLANT AND EQUIPMENT

(Amount in INR crores)

| Particulars | Land | Buildings | Plant and Equipments | Furniture and Fixtures | Vehicles | Office Equipments | Computer Hardwares | Assets under Finance Lease | Leasehold Improvements | Total |
|--|-------------|---------------|----------------------|------------------------|-------------|-------------------|--------------------|----------------------------|------------------------|---------------|
| GROSS CARRYING VALUE | | | | | | | | | | |
| As at April 1, 2018 | 0.40 | 140.47 | 0.70 | 0.52 | 0.10 | 2.99 | 9.62 | 96.21 | 4.48 | 255.47 |
| Additions | - | - | 0.15 | 0.53 | - | 1.07 | 2.07 | - | - | 3.82 |
| Disposals | - | - | (0.06) | (0.19) | (0.05) | (0.10) | (2.30) | - | - | (2.70) |
| As at March 31, 2019 | 0.40 | 140.47 | 0.79 | 0.85 | 0.05 | 3.96 | 9.38 | 96.21 | 4.48 | 256.60 |
| Additions | - | - | 0.40 | 0.92 | 0.43 | 0.95 | 3.77 | - | - | 6.47 |
| Disposals | - | - | - | - | - | (0.01) | (0.05) | - | - | (0.06) |
| As at March 31, 2020 | 0.40 | 140.47 | 1.19 | 1.77 | 0.49 | 4.90 | 13.10 | 96.21 | 4.48 | 263.01 |
| ACCUMULATED DEPRECIATION/IMPAIRMENT | | | | | | | | | | |
| As at April 1, 2018 | 0.03 | 9.33 | 0.37 | 0.22 | 0.10 | 1.74 | 4.71 | 96.21 | 1.83 | 114.53 |
| Depreciation for the year | 0.01 | 3.11 | 0.16 | 0.13 | - | 0.67 | 1.52 | - | 0.51 | 6.10 |
| Deductions\Adjustments during the period | (0.00) | (0.00) | (0.04) | (0.19) | (0.05) | (0.10) | (2.30) | - | 0.00 | (2.67) |
| As at March 31, 2019 | 0.03 | 12.44 | 0.49 | 0.16 | 0.05 | 2.31 | 3.92 | 96.21 | 2.34 | 117.96 |
| Depreciation for the year | 0.01 | 3.11 | 0.21 | 0.32 | 0.03 | 0.72 | 2.20 | - | 0.47 | 7.08 |
| Deductions\Adjustments during the period | - | - | - | - | - | (0.01) | (0.05) | - | - | (0.06) |
| As at March 31, 2020 | 0.04 | 15.55 | 0.71 | 0.48 | 0.09 | 3.03 | 6.08 | 96.21 | 2.81 | 124.98 |
| Net Carrying value as at March 31, 2020 | 0.35 | 124.93 | 0.48 | 1.29 | 0.40 | 1.88 | 7.02 | 0.00 | 1.67 | 138.02 |
| Net Carrying value as at March 31, 2019 | 0.36 | 128.04 | 0.30 | 0.70 | 0.00 | 1.64 | 5.46 | 0.00 | 2.14 | 138.64 |



3i INFOTECH LIMITED**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020****4. INTANGIBLE ASSETS**

(Amount in INR crores)

| Particulars | Software Product Others | Software Products - Meant for sale | Total |
|--|----------------------------|---------------------------------------|-----------------|
| GROSS CARRYING VALUE | | | |
| As at April 1, 2018 | 4.37 | 1,154.55 | 1,158.92 |
| Additions | 0.08 | - | 0.08 |
| Deletions | - | - | - |
| As at March 31, 2019 | 4.45 | 1,154.55 | 1,159.00 |
| Additions | 0.10 | - | 0.10 |
| Deletions | - | - | - |
| As at March 31, 2020 | 4.54 | 1,154.55 | 1,159.10 |
| ACCUMULATED AMORTISATION AND IMPAIRMENT | | | |
| As at April 1, 2018 | 2.74 | 930.89 | 933.62 |
| Amortisation for the year | 0.72 | - | 0.72 |
| As at March 31, 2019 | 3.45 | 930.89 | 934.34 |
| Amortisation for the year | 0.69 | - | 0.69 |
| As at March 31, 2020 | 4.14 | 930.89 | 935.03 |
| Net Carrying value as at March 31, 2020 | 0.40 | 223.67 | 224.07 |
| Net Carrying value as at March 31, 2019 | 0.99 | 223.67 | 224.66 |



3i INFOTECH LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

| 5. FINANCIAL ASSETS | | |
|--|----------------|----------------|
| (Amount in INR crores) | | |
| Particulars | March 31, 2020 | March 31, 2019 |
| (A) INVESTMENTS | | |
| Non Current | | |
| (1) Investments carried at fair value through Profit and Loss | | |
| Unquoted | | |
| (a) Investments in Equity Instruments | | |
| 200,000 Equity shares of Sri Lankan Rupee 10 each fully paid up of First Capital Asset Management Co. Limited, Sri Lanka | 0.10 | 0.10 |
| (as at March 31, 2019 - 200,000 Shares) | - | - |
| (as at March 31, 2020 - 200,000 Shares) | - | - |
| 55,000 equity shares of INR 10 each fully paid up of Vashi Railway Station Commercial Complex Limited | 0.06 | 0.06 |
| (as at March 31, 2019 - 55,000 Shares) | - | - |
| (as at March 31, 2020 - 55,000 Shares) | - | - |
| | 0.16 | 0.16 |
| (2) Investments carried at Amortised Cost | | |
| Unquoted | | |
| Investments in Preference Shares of a Subsidiary | | |
| Investments in Redeemable Convertible Preference Shares of 3i Infotech Holdings Private Limited, Mauritius | - | - |
| (i) 891,631,605 Series A - Zero Coupon Redeemable Convertible Preference Shares of MUR 1 each fully paid up | 135.24 | 122.97 |
| (as at March 31, 2019 - 891,631,605 Shares) | - | - |
| (as at March 31, 2020 - 891,631,605 Shares) | - | - |
| (ii) 1,780,361,142 Series C - Zero Coupon Redeemable Convertible Preference Shares of MUR 1 each fully paid up | 407.98 | 363.79 |
| (as at March 31, 2019 - 1,780,361,142 Shares) | - | - |
| (as at March 31, 2020 - 1,780,361,142 Shares) | - | - |
| (iii) 21,878,720 Series D - Zero Coupon Redeemable Convertible Preference Shares of MUR 1 each fully paid up | 4.92 | 4.39 |
| (as at March 31, 2019 - 21,878,720 Shares) | - | - |
| (as at March 31, 2020 - 21,878,720 Shares) | - | - |
| | 548.13 | 491.15 |
| (3) Investments carried at Cost | | |
| Unquoted | | |
| Investments in Equity Instruments | | |
| Wholly Owned Subsidiaries | | |
| (i) 5,346,202 Equity shares of no par value of 3i Infotech Asia Pacific Pte Limited., Singapore | 21.95 | 21.79 |
| (as at March 31, 2019 - 5,346,202 Shares) | - | - |
| (as at March 31, 2020 - 5,346,202 Shares) | - | - |



3i INFOTECH LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

| 5. FINANCIAL ASSETS | | | (Amount in INR crores) | |
|--|-----------------|-----------------|------------------------|--|
| Particulars | March 31, 2020 | March 31, 2019 | | |
| (ii) 3,226,308 Equity shares of GBP 1 each fully paid up of 3i Infotech (UK) Limited | 355.73 | 355.73 | | |
| (as at March 31, 2019 - 3,226,308 Shares) | - | - | | |
| (as at March 31, 2020 - 3,226,308 Shares) | - | - | | |
| Less: Impairment Loss Allowance | (355.73) | (355.73) | | |
| (iii) 6,258,371,598 Ordinary Shares of MUR 1 each fully paid up of 3i Infotech Holdings Private Limited, Mauritius | 1,302.06 | 1,302.06 | | |
| (as at March 31, 2019 - 6,258,371,598 Shares) | - | - | | |
| (as at March 31, 2020 - 6,258,371,598 Shares) | - | - | | |
| Less: Impairment Loss Allowance* | (779.32) | (779.32) | | |
| (iv) 500 Shares of SAR 1,000 each fully paid up of 3i Infotech Saudi Arabia LLC | 2.81 | 2.48 | | |
| (as at March 31, 2019 - 500 Shares) | - | - | | |
| (as at March 31, 2020 - 500 Shares) | - | - | | |
| (vi) 100,000 Equity shares of 10 each fully paid of 3i Infotech BPO Limited | 66.71 | 66.71 | | |
| (as at March 31, 2019 - 100,000 Shares) | - | - | | |
| (as at March 31, 2020 - 100,000 Shares) | - | - | | |
| (vii) 4,805,211 Equity shares of 10 each fully paid of 3i Infotech Consultancy Services Limited | 37.34 | 37.34 | | |
| (as at March 31, 2019 - 4,805,211 Shares) | - | - | | |
| (as at March 31, 2020 - 4,805,211 Shares) | - | - | | |
| (viii) Elegon Infotech Limited, China | 11.81 | 11.81 | | |
| Less: Impairment Loss Allowance | (11.81) | (11.81) | | |
| Other Subsidiaries | | | | |
| 740,000 Equity shares of 10 each fully paid of Locuz Enterprise Solutions Limited | - | 24.84 | | |
| (as at March 31, 2019 - 740,000 Shares) | - | - | | |
| (as at March 31, 2020 - NIL Shares) | - | - | | |
| | 651.55 | 675.91 | | |
| Total | 1,199.84 | 1,167.21 | | |



3i INFOTECH LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

| 5. FINANCIAL ASSETS | | |
|--|----------------|----------------|
| (Amount in INR crores) | | |
| Particulars | March 31, 2020 | March 31, 2019 |
| Aggregate amount of quoted investments | - | - |
| Market value of quoted investments | - | - |
| Aggregate amount of unquoted investments | 1,199.84 | 1,167.21 |
| Aggregate amount of impairment in the value of investments | (1,146.85) | (1,146.85) |
| Investments carried at amortised cost | 548.13 | 491.15 |
| Investments carried at fair value through profit and loss | 0.16 | 0.16 |
| Investments carried at cost | 651.55 | 675.91 |
| (B) LOANS | | |
| Non Current | | |
| Unsecured, considered good unless otherwise stated | | |
| Loans to Related Parties | 40.83 | 40.83 |
| Total | 40.83 | 40.83 |
| Current | | |
| Unsecured, considered good unless otherwise stated | | |
| Loans to Employees | - | 0.01 |
| Total | - | 0.01 |
| (C) OTHER FINANCIAL ASSETS | | |
| Non Current | | |
| Financial assets carried at amortised cost | | |
| Security Deposits | 11.22 | 5.62 |
| Less: Loss Allowances | (0.48) | (0.48) |
| Total | 10.73 | 5.14 |
| Current | | |
| Financial assets carried at amortised cost | | |
| Security Deposits | 1.50 | 7.15 |
| Unbilled Revenue** | 59.84 | 44.45 |
| Interest Accrued but not due | 2.71 | 2.06 |
| Other financial assets# | 16.33 | 12.25 |
| Less: Loss Allowances | (10.45) | (7.00) |
| Total | 69.93 | 58.85 |



3i INFOTECH LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

| 6. TRADE RECEIVABLES | | |
|---|----------------|----------------|
| (Amount in INR crores) | | |
| Particulars | March 31, 2020 | March 31, 2019 |
| Current | | |
| Trade Receivables from customers | 45.25 | 43.03 |
| Receivables from other related parties | 607.79 | 585.97 |
| | 653.04 | 629.00 |
| Breakup of Security details | | |
| Unsecured, considered good | 653.04 | 629.00 |
| Doubtful | 121.17 | 12.02 |
| | 774.22 | 641.02 |
| Impairment Allowance (allowance for bad and doubtful debts) | | |
| Unsecured, considered good | - | - |
| Doubtful | 121.17 | 12.02 |
| | 121.17 | 12.02 |
| | 653.04 | 629.00 |




7. CASH AND CASH EQUIVALENTS

(Amount in INR crores)

| Particulars | March 31, 2020 | March 31, 2019 |
|-----------------------|----------------|----------------|
| Balances with banks: | | |
| - On current accounts | 3.35 | 5.19 |
| - On deposit accounts | 63.89 | 74.28 |
| Cash on hand | 0.00 | 0.00 |
| | 67.25 | 79.47 |

8. OTHER BANK BALANCES

(Amount in INR crores)

| Particulars | March 31, 2020 | March 31, 2019 |
|---------------------------|----------------|----------------|
| Other Balances with banks | | |
| - in Dividend accounts | - | - |
| - in Escrow accounts | 0.00 | 0.00 |
| | 0.00 | 0.00 |

9. OTHER ASSETS

(Amount in INR crores)

| Particulars | March 31, 2020 | March 31, 2019 |
|---|----------------|----------------|
| Non Current | | |
| Capital Advances | 0.78 | 1.31 |
| Prepaid expenses | 0.50 | 2.93 |
| Payment of Taxes (Net of Provisions) | - | - |
| MAT Credit entitlement | - | - |
| Balances with Statutory, Government Authorities | 3.82 | 3.76 |
| Total | 5.10 | 8.00 |
| Current | | |
| Advances other than Capital advances | | |
| - Advances to creditors | 3.61 | 1.45 |
| - Other Advances | 0.05 | 0.06 |
| Less: Loss Allowances | - | - |
| Others | | |
| - Prepaid expenses | 4.78 | 5.13 |
| - Balances with Statutory, Government Authorities | 0.99 | 1.13 |
| - Other current assets | 1.17 | 0.28 |
| Total | 10.60 | 8.05 |



11. SHARE CAPITAL

ii. Issued Capital

Equity Shares

(Amount in INR crores)

| Particulars | Number | Amount |
|--|----------------|----------|
| At March 31, 2019 | 1,61,66,44,862 | 1,616.64 |
| Issued during the Quarter 4 | | |
| Shares issued towards conversion of FCCB | 10,004 | 0.01 |
| At March 31, 2020 | 1,61,66,54,866 | 1,616.65 |



3i INFOTECH LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

12. OTHER EQUITY

| i. Reserves and Surplus | | (Amount in INR crores) |
|--------------------------------------|----------------|------------------------|
| Particulars | March 31, 2020 | March 31, 2019 |
| Capital Reserve | 0.07 | 0.07 |
| Securities Premium Reserve | 896.18 | 896.18 |
| Share Based Payment Reserve | 6.10 | 2.79 |
| Retained Earnings | (2,141.30) | (2,271.66) |
| Property,Plant and Equipment Reserve | 110.79 | 113.55 |
| | (1,128.16) | (1,259.07) |




3i INFOTECH LIMITED**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020****iii. Other Components of Equity****(Amount in INR crores)**

| Particulars | March 31, 2020 | March 31, 2019 |
|--|----------------|----------------|
| Share Application money pending allotment | 25.95 | 25.95 |
| Equity Component of Compound financial instruments | 18.89 | 18.89 |
| Total | 44.84 | 44.84 |



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14. BORROWINGS

| (Amount in INR crores) | | |
|---|----------------|----------------|
| Particulars | March 31, 2020 | March 31, 2019 |
| Non Current Borrowings | | |
| Secured | | |
| (a) Term Loans | | |
| From Banks | 276.16 | 329.80 |
| From Others | 18.54 | 24.52 |
| Unsecured | | |
| (a) Liability Component of Foreign Currency Convertible Bonds | 104.05 | 113.45 |
| (b) Loans from Related Parties | 14.97 | 17.31 |
| (c) Long term maturity of Finance Lease Obligations | - | - |
| (d) Cumulative Non Convertible Redeemable Preference Shares | 412.32 | 375.43 |
| (A) | 826.05 | 860.52 |
| Current Maturity of Non Current Borrowings | | |
| Secured | | |
| (a) Term Loans | | |
| From Banks | 62.82 | 44.94 |
| From Others | 4.58 | 3.42 |
| Unsecured | | |
| (a) Liability Component of Foreign Currency Convertible Bonds | 19.04 | - |
| (b) Others | - | - |
| (B) | 86.44 | 48.35 |
| Total (A)-(B) | 739.61 | 812.16 |
| Current Borrowings | | |
| Secured | | |
| (a) Loans repayable on demand | | |
| From Banks | - | - |
| Unsecured | | |
| (a) Liability Component of Foreign Currency Convertible Bonds | - | - |
| (b) Loans from Related Parties | 13.08 | 12.13 |
| Total | 13.08 | 12.13 |



3i INFOTECH LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

| 15. OTHER FINANCIAL LIABILITIES | | |
|--|----------------|----------------|
| (Amount in INR crores) | | |
| Particulars | March 31, 2020 | March 31, 2019 |
| Non Current | | |
| Financial Liabilities at amortised cost | | |
| Deposits Payable | 5.00 | 5.00 |
| Total | 5.00 | 5.00 |
| Current | | |
| Financial Liabilities at amortised cost | | |
| Current maturities of long term debts | 67.40 | 48.35 |
| Current maturities of FCCB | 19.04 | - |
| Interest accrued and not due on borrowings | 2.53 | 3.07 |
| Dues to employees | 9.18 | 14.96 |
| Payable to step down subsidiary towards IPR purchase | 1,066.39 | 1,066.39 |
| Others | | |
| Other Payables | 0.46 | 0.96 |
| Total | 1,164.99 | 1,133.73 |
| Total | 1,164.99 | 1,133.73 |




3i INFOTECH LIMITED**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020****16. TRADE PAYABLES**

| (Amount in INR crores) | | |
|---|----------------|----------------|
| Particulars | March 31, 2020 | March 31, 2019 |
| Current | | |
| Trade Payables to Micro, Small and Medium Enterprises | 0.53 | 0.02 |
| Trade Payables to Related Parties | 25.07 | 46.77 |
| Trade Payables to Others | 16.74 | 20.16 |
| Total | 42.35 | 66.96 |

17. OTHER LIABILITIES

| (Amount in INR crores) | | |
|---------------------------------|----------------|----------------|
| Particulars | March 31, 2020 | March 31, 2019 |
| Current | | |
| Unearned Revenue | 4.88 | 3.38 |
| Advance received from Customers | - | - |
| Others | | |
| Statutory Liabilities | 8.05 | 4.90 |
| Others | 0.00 | 0.04 |
| Total | 12.93 | 8.33 |



18. PROVISIONS

| (Amount in INR crores) | | |
|--|----------------|----------------|
| Particulars | March 31, 2020 | March 31, 2019 |
| Non Current | | |
| Provision for employee benefits | | |
| Gratuity | 14.79 | 14.86 |
| Leave encashment | 0.58 | 0.53 |
| Total | 15.37 | 15.39 |
| Current | | |
| Provision for employee benefits | | |
| Gratuity | 1.14 | 1.17 |
| Leave encashment | 0.64 | 0.78 |
| Others Provision for Employee benefits | - | - |
| Total | 1.78 | 1.96 |



3i INFOTECH LIMITED**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020****19. REVENUE FROM OPERATIONS**

(Amount in INR crores)

| Particulars | FTY 2019-20 | FTY 2018-19 |
|---------------------------------|---------------|---------------|
| Sale of products | | |
| IT Solutions | 45.42 | 23.44 |
| Sale of services | | |
| IT Solutions | 258.18 | 228.25 |
| Transaction service | 17.73 | 16.57 |
| Other Operating Revenues | | |
| Corporate charges | 16.94 | 15.67 |
| | 338.27 | 283.93 |

20. OTHER INCOME

(Amount in INR crores)

| Particulars | FTY 2019-20 | FTY 2018-19 |
|--|---------------|---------------|
| Interest income on | | |
| Bank fixed deposits | 5.54 | 3.87 |
| Loans to related parties | 4.08 | 4.08 |
| Financial assets at amortised cost* | 20.10 | 19.16 |
| Others | 2.07 | 10.17 |
| Other Non Operating Income (Net of expenses directly attributable to such income) | | |
| Net gain on disposal of property, plant and equipment | 0.01 | - |
| Financial Guarantee Income | 0.78 | 0.96 |
| Foreign Exchange Fluctuation Gain | 69.42 | 51.67 |
| Others | | |
| Rent received | 0.05 | 1.66 |
| Miscellaneous Income | 0.97 | 129.98 |
| | 103.02 | 221.55 |

21. COST OF THIRD PARTY PRODUCTS AND SERVICES

(Amount in INR crores)

| Particulars | FTY 2019-20 | FTY 2018-19 |
|---|--------------|--------------|
| Cost of third party products / outsourced services | | |
| For service delivery to clients | 83.10 | 69.74 |
| Less : Re-imbursement of costs by subsidiary companies | (39.38) | (40.73) |
| | 43.72 | 29.01 |



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020
22. EMPLOYEE BENEFITS EXPENSE

| (Amount in INR crores) | | |
|--|---------------|--------------|
| Particulars | FTY 2019-20 | FTY 2018-19 |
| Salaries, wages and bonus | 227.50 | 197.77 |
| Contribution to provident and other funds | 7.73 | 6.84 |
| Staff welfare expenses | 2.13 | 3.80 |
| Recruitment and training expenses | 0.72 | 0.61 |
| Employee Stock Option Expense | 3.31 | 0.68 |
| Gratuity Expense | 3.23 | 3.38 |
| Less : Re-imbursement of costs by subsidiary companies | (115.92) | (124.45) |
| | 128.69 | 88.63 |

23. FINANCE COST

| (Amount in INR crores) | | |
|---|--------------|--------------|
| Particulars | FTY 2019-20 | FTY 2018-19 |
| Interest expense on debts and borrowings* | 81.53 | 80.26 |
| Interest Expense - Lease Liabilities (IndAS116) | 4.01 | - |
| Total Interest Expense | 85.54 | 80.26 |
| Other borrowing costs | | |
| Others | 1.08 | 0.30 |
| | 86.62 | 80.56 |

24. DEPRECIATION AND AMORTISATION EXPENSE

| (Amount in INR crores) | | |
|-----------------------------------|--------------|-------------|
| Particulars | FTY 2019-20 | FTY 2018-19 |
| Depreciation on tangible assets | 15.62 | 6.10 |
| Amortisation on intangible assets | 0.69 | 0.72 |
| | 16.31 | 6.82 |

25. OTHER EXPENSES

| (Amount in INR crores) | | |
|---|--------------|--------------|
| Particulars | FTY 2019-20 | FTY 2018-19 |
| Electricity power, fuel and water | 6.58 | 6.37 |
| Building | 1.64 | 0.62 |
| Others | 2.11 | 1.68 |
| Directors sitting fees | 0.29 | 0.32 |
| Insurance | 3.39 | 3.10 |
| Legal and professional fees | 7.62 | 7.60 |
| Net loss on disposal of property, plant and equipment | - | 0.02 |
| Rates and taxes | 0.21 | 0.61 |
| Lease Rental Charges | 1.78 | 13.23 |
| Hire Charges | 2.96 | 2.79 |
| Telephone and internet expenses | 2.17 | 2.27 |
| Travelling & conveyance expenses | 4.08 | 5.39 |
| Allowance for doubtful debts | (2.97) | (1.64) |
| Miscellaneous expenses | 8.13 | 7.25 |
| | 37.99 | 49.61 |



REPORT ADOPTED BY THE BOARD OF DIRECTORS OF 3i INFOTECH LIMITED AT ITS MEETING HELD ON JUNE 29, 2018 EXPLAINING THE EFFECT OF THE SCHEME OF ARRANGEMENT ON EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS

1. BACKGROUND

- 1.1. The Board of Directors ("Board") of 3i Infotech Limited ("Company") at its meeting held on June 29, 2018 have approved the draft Scheme of Arrangement between 3i Infotech Limited and its shareholders, under Sections 230 - 232 and other applicable provisions of the Companies Act, 2013 ("Scheme").
- 1.2. Provisions of Section 232(2)(c) of the Companies Act, 2013 require the Directors to adopt a report explaining the effect of the arrangement on each class of shareholders, key managerial personnel ("KMPs"), promoters and non-promoter shareholders of the Company laying out in particular the share entitlement ratio and specifying any special valuation difficulties and the same is required to be circulated as part of the notice of the meeting(s) to be held for the purpose of approving the Scheme.
- 1.3. This report of the Board is accordingly being made in pursuance to the requirements of Section 232(2)(c) of the Companies Act, 2013.
- 1.4. The Scheme, *inter alia*, provides for the following:
 - 1.4.1. Reduction of share capital of the Company on the Record Date (as defined in the Scheme). Such reduction shall be effected by reducing the face value of the equity shares of the Company from INR 10 to INR 1. The capital so reduced will be utilized to write off the accumulated losses of the Company.
 - 1.4.2. Subsequent to such reduction in face value of the equity shares of the Company, the Scheme provides for consolidation of 10 equity shares of the Company of INR 1 into one equity share of the Company of INR 10 each.
- 1.5. The following documents were, *inter alia*, placed before the Board:
 - (a) Draft Scheme, duly initialed by the Company Secretary of the Company for the purpose of identification;
 - (b) Fairness opinion dated June 29, 2018 ("**Fairness Opinion**") prepared by Saffron Capital Advisors Private Limited, independent Merchant Banker providing the Fairness Opinion on the Scheme; and
 - (c) Report of the audit committee recommending the draft Scheme.
 - (d) Independent Auditor's Certificate in terms of Para (I) (A) (5) of Annexure I of the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with SEBI Circular No. CFD/DIL3/CIR/2018/2 dated January 3, 2018 ("Accounting Treatment Certificate") issued by M/s GMJ & Company, Chartered Accountants (Firm Registration No. 103429W).

2. VALUATION REPORT | ENTITLEMENT RATIO | ISSUE OF SHARES OR CONSIDERATION PURSUANT TO THE SCHEME

- 2.1. The Scheme provides for the reduction of share capital of the Company on the Record Date (as defined in the Scheme). Such reduction shall be effected by reducing the face value of the equity shares of the Company from INR 10 to INR 1. The share capital so reduced will be utilized to write off the accumulated losses of the Company. Subsequent to such reduction in face value of the equity shares of the Company, the Scheme provides for consolidation of 10 equity shares of the Company of INR 1 into one equity share of the Company of INR 10 each.

- 2.2. In the event, if, after giving effect to the reduction of face value of the equity shares of the Company and immediate consolidation of the face value of such equity shares of the Company, a shareholder becomes entitled to a fraction of an equity share of the Company, the Company shall not issue fractional shares or share certificates, as the case may be, to such member/beneficial owner, but shall consolidate such fractions and round up the aggregate of such fractions to the next whole number and issue and allot the consolidated equity shares directly to a trustee nominated by the Board in that behalf, who shall sell such shares in the market at such price or prices and on such time or times as the trustee may in its sole discretion decide and on such sale, shall pay and distribute the net sale proceeds (after deduction of the expenses incurred) to the shareholders/ beneficial owners respectively entitled to the same in proportion to their fractional entitlement.
- 2.3. Thus, there is no issue / discharge of consideration pursuant to the Scheme and hence there is no requirement of a valuation report. The Fairness Opinion confirms that the Scheme is fair to the shareholders of the Company.

3. EFFECT OF THE SCHEME ON THE EQUITY SHAREHOLDERS (PROMOTER AND NON-PROMOTER) OF THE COMPANY


- 3.1. There is no issue / discharge of consideration on the Scheme becoming effective and hence there will be no change in the shareholding pattern pursuant to the Scheme becoming effective.
- 3.2. Thus, there will be no impact of the Scheme on the equity shareholders of the Company.

4. EFFECT OF THE SCHEME ON THE KMPs OF THE COMPANY

There will be no impact of the Scheme on the KMPs of the Company.

Further none of the KMPs have any interest in the Scheme except to the extent of the equity shares held by them, if any in the Company.

For and on behalf of the Board


Name: Padmanabhan Iyer
Designation: Managing Director and Global CEO
DIN -05282942
Place: Mumbai
Date: June 29, 2018





Saffron Capital Advisors Private Limited
 605, Sixth Floor, Centre Point, Andheri Kurla Road,
 J. B. Nagar, Andheri (East), Mumbai - 400 059
 Tel.: +91 4082 0910 / Fax: +91 4082 0999
 Email : info@saffronadvisors.com
 Website: www.saffronadvisors.com
 CIN No U67120MH2007PTC166711

Date: 29th June 2018

To,
 The Board of Director
3i Infotech Limited
 5th Floor, Tower #5, International Infotech Park
 Vashi
 Navi Mumbai - 400 703
 Maharashtra
 India

Subject: Merchant Banker's Fairness Opinion on the proposed Scheme of Arrangement between 3i Infotech Limited and its Shareholders.

We refer to the discussions wherein the management of 3i Infotech Limited ("the Company") requested Saffron Capital Advisors Private Limited ("We", "Our" or "Us"), in Our capacity as a Merchant Banker, to give a Fairness Opinion on the reduction of the share capital of the Company and subsequent consolidation of the face value of the equity shares of the Company under the proposed Scheme of Arrangement ("the Scheme") between the Company and its Shareholders.

1. Background

- 1.1 The Company, a public limited company, has its registered office at 3rd to 6th floors, International Infotech Park, Vashi, Navi Mumbai - 400 703, Maharashtra, India and its Corporate Identity Number is L67120MH1993PLC074411. The Company provides information technology services. The equity shares of the Company are listed on the BSE Limited (Bombay Stock Exchange) and the National Stock Exchange of India Limited (collectively "the Indian Stock Exchanges").
- 1.2 The Scheme provides for reduction of the share capital of the Company and subsequent to such reduction, consolidation of the face value of the equity shares of the Company.
- 1.3 The Fairness Opinion requested from Us is to be provided in Our capacity as Category I Merchant Banker (Registration Code: INM000011211) and is required to be submitted to the Indian Stock Exchanges to facilitate the Company's compliance with regulation 11, regulation 37 & regulation 94 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements; "SEBI") Regulations, 2015 read with SEBI Circular no. CFD/DIL3/CIR/2017/21 dated 10th March 2017.

2. Sources of information

For the said examination and for arriving at the Fairness Opinion set forth below, We have considered the following documents (duly certified by the management of the Company), representations and explanations provided to Us by the management of the Company:

- Draft copy of the Scheme.
- Such other information and explanations as We required and which have been provided by the management of the Company.





3. Limitations

- 3.1 Our Fairness Opinion is based on the information furnished to Us being complete and accurate in all material aspects. We have relied upon the information, explanations and representations provided to Us by the management of the Company without carrying out any audit or other tests to verify their accuracy with limited independent appraisal.
- 3.2 We have not conducted any independent valuation or appraisal of any of the assets or liabilities of the Company.
- 3.3 Our work does not constitute any verification of any financial information of the Company. Accordingly, We do not express any opinion on the fairness or accuracy of any financial information referred to in this report.
- 3.4 Our Fairness Opinion is not intended to and does not constitute any recommendation to any shareholder of the Company as to how such shareholder should vote or act in connection with the Scheme or any matter related therein.
- 3.5 Our Fairness Opinion is not, nor should it be construed as Our opinion on/ or certification of compliance of the Scheme with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising thereon.
- 3.6 We do not assume any responsibility for updating or revising Our Fairness Opinion based on circumstances or events occurring after the date thereof.
- 3.7 We do not express any opinion on the fair value of the equity shares of the Company and/ or the price at which the equity shares of the Company may trade at any time, including subsequent to the date of this Fairness Opinion.
- 3.8 This Fairness Opinion has been issued for the sole purpose to facilitate the Company's compliance with compliance with regulation 11, regulation 37 & regulation 94 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements; "SEBI") Regulations, 2015 read with SEBI Circular no. CFD/DIL3/CIR/2017/21 dated 10th March 2017.
- 3.9 It is understood that this Fairness Opinion is issued to the Board of Directors of the Company in connection with the Scheme and may not be relied upon by any other person and may not be used or disclosed for any other purpose without Our prior written consent except that a copy of this Fairness Opinion may be included in its entirety in any filing, which the Company is required to make with jurisdictional National Company Law Tribunal and/ or SEBI and/ or with any Indian Stock Exchange in connection with the Scheme, if such inclusion is required by applicable law.
- 3.10 In no event shall We be liable for any loss, damage, cost or expense arising in any way from the fraudulent acts, misrepresentations or willful default on the part of the Company or its Directors, employees or agents.
- 3.11 Our liability (statutory, financial or otherwise) for any economic loss or damage arising out of the rendering of this Fairness Opinion shall be limited to the amount of fees received for rendering this Fairness Opinion as per Our engagement with the Company.





4. Key features of the Scheme

- 4.1 The Scheme provides for reduction of the share capital of the Company by reducing the face value of the equity shares of the Company from INR 10.00 per equity share to INR 1.00 per equity share. Subsequent to such reduction in the face value of the equity shares of the Company, the Scheme provides for consolidation of ten equity shares of the Company of face value of INR 1.00 per equity share into one equity share of the Company of face value of INR 10.00 per equity share. The Scheme also makes provisions for various other matters consequential or related hereto and otherwise integrally connected.
- 4.2 The Scheme does not involve:
- 4.2.1 any cash outflows, affecting the ability or liquidity of the Company to meet its liabilities;
 - 4.2.2 alters the shareholding pattern of the Company; and
 - 4.2.3 diminution of any liability in respect of any unpaid share capital or payment of any paid up share capital to any shareholder.

5. Fairness Opinion

On the basis of the foregoing and based on the information and explanation provided to Us, in Our opinion, the Scheme is fair and reasonable.

For Saffron Capital Advisors Private Limited

K.L. Kalantri
29/06/18

Kunal L. Kalantri

Saffron Capital Advisors Private Limited

Category I Merchant bankers

Registration no.: INM000011211





January 14, 2020
 Manager - Listing Compliance
 National Stock Exchange of India Limited
 'Exchange Plaza', C-1, Block G,
 Bandra Kurla Complex, Bandra (E),
 Mumbai - 400 051

Scrip Code: 3IINFOTECH

Dear Sir,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Scheme of Arrangement

Ref: 'Report on Complaints' pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 as amended ("SEBI Circular")

With reference to the captioned subject and further to our application filed with the Exchange on December 10, 2019 and uploaded on the Exchange's website on December 23, 2019 under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI Circular, please find enclosed herewith for your perusal the "Report on Complaints" in accordance with Para 16(a) of Annexure I of the SEBI Circular.

The Complaints Report will also be uploaded on the website of the Company i.e. <https://www.3i-infotech.com/investors-2/> as per the requirement of the SEBI Circular.

We request you to take the same on record and display the Complaints Report on your website please.

Yours faithfully,

For 3i Infotech Limited


 Rajeev Limaye
 Company Secretary



Encl: As above



Report on Complaints

(for the period December 10, 2019 to January 13, 2020)

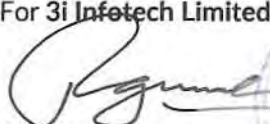
Part A

| Sr. No. | Particulars | Number |
|---------|--|--------|
| 1 | Number of complaints received directly | NIL |
| 2 | Number of complaints forwarded by Stock Exchanges / SEBI | NIL |
| 3 | Total Number of complaints/comments received (1+2) | NIL |
| 4 | Number of complaints resolved | N.A. |
| 5 | Number of complaints pending | N.A. |

Part B

| Sr. No. | Name of complainant | Date of Complaint | Status (Resolved/pending) |
|---------|---------------------|-------------------|------------------------------|
| 1 | Not Applicable | | |

For 3i Infotech Limited


Rajeev Limaye
Company Secretary



January 14, 2020



January 14, 2020

The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001.

Scrip Code: 532628

Dear Sir,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Scheme of Arrangement

Ref: 'Report on Complaints' pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 as amended ("SEBI Circular")

With reference to the captioned subject and further to our application filed with the Exchange on December 10, 2019 and uploaded on the Exchange's website on December 18, 2019 under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI Circular, please find enclosed herewith for your perusal the "Report on Complaints" in accordance with Para I 6(a) of Annexure I of the SEBI Circular.

The Complaints Report will also be uploaded on the website of the Company i.e. <https://www.3i-infotech.com/investors-2/> as per the requirement of the SEBI Circular.

We request you to take the same on record and display the Complaints Report on your website please.

Yours faithfully,

For 3i Infotech Limited


Rajeev Limaye
Company Secretary



Encl: As above



Report on Complaints

(for the period December 10, 2019 to January 13, 2020)

Part A

| Sr. No. | Particulars | Number |
|---------|--|--------|
| 1 | Number of complaints received directly | NIL |
| 2 | Number of complaints forwarded by Stock Exchanges / SEBI | NIL |
| 3 | Total Number of complaints/comments received (1+2) | NIL |
| 4 | Number of complaints resolved | N.A. |
| 5 | Number of complaints pending | N.A. |

Part B

| Sr. No. | Name of complainant | Date of Complaint | Status (Resolved/pending) |
|---------|---------------------|-------------------|------------------------------|
| 1 | Not Applicable | | |

For 3i Infotech Limited


Rajeev Limaye
Company Secretary



January 14, 2020

National Stock Exchange Of India Limited

Ref: NSE/LIST/22537_III

March 9, 2020

The Company Secretary
3i Infotech Limited
International Infotech Park,
Tower No.5, 3rd to 6th floor,
Vashi – 400703

Kind Attn.: Mr. Rajeev Limaye

Dear Sir,

Sub: Observation Letter for Draft Scheme of Arrangement between 3i Infotech Limited and its shareholders.

We are in receipt Draft Scheme of Arrangement between 3i Infotech Limited and its shareholders vide application dated December 10, 2019.

Based on our letter reference no Ref: NSE/LIST/22537 dated December 23, 2019 submitted to SEBI and pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ('Circular'), SEBI vide letter dated March 06, 2020, has given following comments:

- a. *The Company shall ensure that additional information, if any, submitted by the Company, after filing the Scheme with the Stock Exchange, and from the date of the receipt of this letter is displayed on the website of the listed company.*
- b. *The Company shall duly comply with various provisions of the Circular.*
- c. *The Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT.*
- d. *It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of the Companies Act, 2013 to SEBI again for its comments/observations/ representations.*

It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of the Companies Act, 2013 to National Stock Exchange of India Limited again for its comments/observations/ representations.

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulations, 2015, we hereby convey our "No-objection" in terms of Regulation 94 of SEBI (LODR) Regulations, 2015, so as to enable the Company to file the draft scheme with NCLT.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines / Regulations issued by statutory authorities.

The validity of this “Observation Letter” shall be six months from March 9, 2020, within which the scheme shall be submitted to NCLT.

Yours faithfully,
For National Stock Exchange of India Limited

Harshad Dharod
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL http://www.nseindia.com/corporates/content/further_issues.htm

This Document is Digitally Signed

DCS/AMAL/SD/R37/1695/2019-20

March 9, 2020

The Company Secretary,
3i INFOTECH LTD.
Tower 5, 3rd to 6th Floors,
International Infotech Park, Vashi,
Navi Mumbai, Maharashtra- 400703

Sir,

Sub: Observation letter regarding the Draft Scheme of Arrangement between 3i Infotech Ltd and its shareholders.

We are in receipt of Draft Scheme of Arrangement by 3i Infotech Ltd filed as required under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017; SEBI vide its letter dated March 6, 2020 has inter alia given the following comment(s) on the draft scheme of arrangement:

- "Company shall ensure that additional information, if any, submitted by the Company, after filing the Scheme with the Stock Exchange, from the date of receipt of this letter is displayed on the websites of the listed company and the stock exchanges."
- "Company shall duly comply with various provisions of the Circular."
- "Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT."
- "It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations."

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

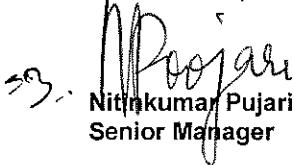
Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Further, it may be noted that with reference to Section 230 (5) of the Companies Act, 2013 (Act), read with Rule 8 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016 (Company Rules) and Section 66 of the Act read with Rule 3 of the Company Rules wherein pursuant to an Order passed by the Hon'ble National Company Law Tribunal, a Notice of the proposed scheme of compromise or arrangement filed under sections 230-232 or Section 66 of the Companies Act 2013 as the case may be **is required to be served upon the Exchange seeking representations or objections if any.**

In this regard, with a view to have a better transparency in processing the aforesaid notices served upon the Exchange, the Exchange has **already introduced an online system of serving such Notice along with the relevant documents of the proposed schemes through the BSE Listing Centre.**

Any service of notice under Section 230 (5) or Section 66 of the Companies Act 2013 seeking Exchange's representations or objections if any, **would be accepted and processed through the Listing Centre only and no physical filings would be accepted.** You may please refer to circular dated February 26, 2019 issued to the company.

Yours faithfully,


Nitinkumar Pujari
Senior Manager