



3i Infotech Limited

Corporate Identification Number (CIN): L67120MH1993PLC074411

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

Tel No: (91-22) 7123 8000 **E-mail:** investors@3i-infotech.com

Website: www.3i-infotech.com

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

Dear Members,

Notice is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force) (the "Postal Ballot Rules") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), seeking approval from the Members of 3i Infotech Limited (the "Company") by way of Postal Ballot for passing the following proposed Special Resolution:

1. Approval for sale, transfer or disposal of the shares held by the Company in Locuz Enterprise Solutions Limited, one of the material subsidiaries of the Company.

The resolution and the relevant explanatory statement pursuant to Section 102 of the Act, setting out the material facts and the reasons for the resolution is appended herewith along with a Postal Ballot Form for your consideration.

The Company has, in compliance with Rule 22(5) of the Postal Ballot Rules, appointed Mr. B. Narasimhan, Partner, BNP & Associates, Company Secretaries or failing him, Mr. Avinash Bagul, Partner, BNP & Associates, Company Secretaries or failing him Mr. K. Venkataraman, Senior Associate, BNP & Associates, Company Secretaries as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot Form sent herewith and return the form duly completed in the attached self-addressed postage prepaid envelope so as to reach the Scrutinizer on or before 6:00 p.m. on Wednesday, July 24, 2019. In case you are exercising your vote in the Postal Ballot through e-voting, please refer the instructions for the same in the notes annexed to this Notice. The Scrutinizer will submit his report to the Company after completion of the scrutiny of votes. The results of the Postal Ballot will be announced at the registered office of the Company at 5:00 p.m. on Friday, July 26, 2019. The results of the Postal Ballot will also be displayed on the website of the Company (www.3i-infotech.com) besides being communicated to the National Stock Exchange of India Limited and BSE Limited. The Resolution will be deemed to become effective on and from Wednesday, July 24, 2019, i.e. the last date specified above for receipt of Postal Ballots in accordance with Secretarial Standard-2 on General Meetings.

RESOLUTION:

SPECIAL BUSINESS

Item No. 1:

Approval for sale, transfer or disposal of the shares held by the Company in Locuz Enterprise Solutions Limited, one of the material subsidiaries of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and subject to other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 24(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") (including any statutory modification(s)/re-enactment(s) thereof), the provisions of the Memorandum and Articles of Association of the Company and such other approvals, consents and permissions from the appropriate authorities to the extent applicable and necessary, approval of the Members be and is hereby accorded to the proposed sale/transfer/disposal/divestment of the 740,000 equity shares of face value of ₹10/- each held by the Company in Locuz Enterprise Solutions Limited, a material subsidiary of the Company, in one or more tranches and in such manner as the Board may deem fit in the interest of the Company to such purchaser(s) as may be identified by the Board and on such terms and conditions as may be agreed between the Company and the purchaser(s) for a total consideration of upto ₹26 Crores.

RESOLVED FURTHER THAT the Board (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder) be and is hereby authorized and empowered to finalise and execute necessary documents including Share Purchase Agreement/Share Transfer Form(s)/ Deed of Assignment/ Conveyance and other ancillary documents with effect from such date and in such manner as decided by the Board to do all such acts, deeds and things as may be deemed necessary and/or expedient to give effect to the above resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any committee of the Board or any Director of the Company with the power to further delegate to any Officers of the Company with authorities as required, including affixing the common seal of the Company on agreements/documents if required and/or arranging delivery and execution of contracts, deeds, agreements and instruments as may be necessary.

RESOLVED FURTHER THAT Mr. Padmanabhan Iyer, Managing Director and Global CEO and Mr. Rajeev Limaye, Company Secretary be and are hereby severally authorized to do all such acts, deeds and things and to execute all such documents and writings as may be considered necessary for the purpose of giving effect to this Resolution.”

Notes:

- a) The explanatory statement pursuant to Section 102 of the Act with reasons for proposing the resolution as stated in the Notice is annexed hereto.
- b) The Postal Ballot Notice is being sent to all the Members whose names appear in the Register of Members / statements of beneficial ownership maintained by the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the close of business hours on Friday, May 31, 2019.
- c) The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on Friday, May 31, 2019.
- d) In accordance with the provisions of Section 101 of the Act, as amended and as read with Rules 18 and 22 of the Postal Ballot Rules, this Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their Depository Participants (DP) (in respect of shares held in electronic form) and made available to the Company by the Depositories. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form through Speed Post / Registered Post / Courier.
- e) The Members holding shares in physical form are requested to notify change in their address, if any, to the Company at the Registered Office. The Members holding shares in electronic form may update their email ids and such details with their respective Depository Participant(s).
- f) In compliance with the provisions of Section 110 of the Act, read with Rule 20 of the Postal Ballot Rules to the extent applicable and Regulation 44 SEBI LODR, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered into an agreement with NSDL for facilitating remote e-voting to enable the Members to cast their votes electronically.
- g) Kindly note that the Members can opt for only one mode of voting i.e. either by post or by e-voting. If the Members opt for e-voting, then they should not vote by post and vice versa. However, in case Members cast their vote both by post and e-voting, then vote(s) cast through e-voting shall prevail and vote(s) cast by post will be treated as invalid.
- h) In case a Member is desirous of obtaining Postal Ballot Notice or Form in printed form or a duplicate one, the Member may write to the Company or send an e-mail to investors@3i-infotech.com.
- i) The Postal Ballot Notice has been uploaded on the Company’s website, viz. www.3i-infotech.com and www.evoting.nsdl.com.
- j) All the documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts are open for inspection by the Members at the Registered Office of the Company between 10:30 a.m. and 12:30 p.m. on all working days (except Saturday, Sunday and National Holidays) from the date hereof, up to Wednesday, July 24, 2019.
- k) Instructions for Voting:
 - A. Through Physical Postal Ballot Form :
 - i. A Member desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send the duly signed form to the Scrutinizer in the enclosed self-addressed postage prepaid Business Reply Envelope so as to reach the Scrutinizer before 6:00 p.m. on Wednesday, July 24, 2019. Any Postal Ballot Form received after the said date shall be treated as if the reply from the Member(s) has not been received.

- ii. Postage charges will be borne and paid by the Company. However, in case a Member sends the Postal Ballot Form by courier or registered post or delivers it in person at his expense, such Postal Ballot Form will also be accepted.
- iii. No other form or photocopy of the Postal Ballot Form will be permitted / accepted.

B. Through E-Voting :

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

- i. Open e-mail received from NSDL and open PDF file, viz. "3iinfotech e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
- iii. Click on Shareholder – Login.
- iv. Put user ID and password mentioned in step (i) above. Click Login.
- v. Password change menu appears. Change the password with new password of your choice containing minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. In case, you have already registered with NSDL for e-voting before and have an existing password corresponding to this user ID, ignore points i, iv and v above and login with your user ID.
- vii. Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
- viii. Select "EVEN" (E-Voting Event Number) of 3i Infotech Limited.
- ix. Now you are ready for e-voting as Cast Vote page opens.
- x. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- xi. Upon confirmation, the message "Vote cast successfully" will be displayed.
- xii. Please note that once you have voted on the resolution and clicked on "Submit" and "Confirm", you will not be allowed to modify your vote.
- xiii. Institutional Members (i.e. other than individuals, HUFs, NRIs, etc.) are required to send scanned copy (PDF/JPEG Format) of the relevant board resolution/authority letter, etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to scrutinizer3iinfotechpb@gmail.com with a copy marked to evoting@nsdl.co.in.
- xiv. You can also update your e-mail ID in the user profile details of the folio which may be used for sending future communication(s).

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

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

EVEN (E-Voting Event Number)	USER ID	PASSWORD

- xv. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and the e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or call Ms. Pallavi Mhatre on +91 - 22 - 2499 4545.
- xvi. The e-voting period will commence on Tuesday, June 25, 2019 (9:00 a.m.) and end on Wednesday, July 24, 2019 (6:00 p.m.) (both days inclusive). During this period, Members holding shares either in physical form or in dematerialized form may cast their vote electronically. The e-voting module shall be disabled by NSDL thereafter.

l) The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting.

Registered Office:

Tower # 5, 3rd to 6th Floors, International Infotech Park,
Vashi, Navi Mumbai - 400 703, Maharashtra, India.

**Navi Mumbai
June 9, 2019**

By Order of the Board

**Sd/-
Rajeev Limaye
Company Secretary**

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

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

Item No. 1:

Pursuant to the terms of the Master Restructuring Agreement (MRA) signed with Corporate Debt Restructuring (CDR) lenders in 2012, the Company was mandated to identify certain non-core assets/investments and to sell those assets/investments.

One of these investments pertains to Locuz Enterprise Solutions Limited ("Locuz"), a subsidiary of the Company acquired by the Company in 2008 and having its registered office at 4th Floor, #401, Krishe Sapphire, Main Road, Madhapur, Hyderabad, Telangana – 500 081.

Locuz was incorporated to carry on the business as agents, distributors, dealers, channel partner, franchise holders that otherwise deal in computer systems, peripherals, accessories, parts, computer consumables, software packages, networking products, etc. within India and/or abroad.

As on date of this Notice, the Company holds 740,000 equity shares of ₹10/- each constituting 74% of the paid-up capital of Locuz.

As per audited financial statements of the Company for the year ended March 31, 2019, the total income of Locuz exceeds 10% of the consolidated income of the Company in the immediately preceding accounting year, thereby making Locuz a material subsidiary of the Company for FY 2019-20 under Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR").

The Audit Committee at its Meeting held on May 7, 2019 has accorded its consent and recommended to the Board of Directors of the Company (the "Board") the proposal for sale, transfer or disposal of the shares held by the Company in Locuz. The Board, at its Meeting held on May 7, 2019 had granted its in-principle approval for sale/disposal/divestment of its 74% stake held in Locuz.

As per Regulation 24 (5) of SEBI LODR no listed company can sell its shareholding in a material subsidiary which would reduce its shareholding to less than 50% without prior approval by the shareholders by way of a special resolution.

In view of the above and in accordance with the provisions of the Companies Act, 2013, approval of the Members is sought for disposing of the shares held by the Company in its material subsidiary i.e. Locuz. The net consideration expected from this sale is upto ₹ 26 Crores, which will be used to further the business objectives of the Company.

Post the stake sale, Locuz will cease to be a subsidiary of the Company and will function as an independent entity and the Company would not have any interest or control in Locuz. The other terms and conditions of the stake sale would be decided between the Company and the purchaser(s) as may be identified by the Board.

As per recommendation of the Audit Committee, the Board of Directors is of the opinion that the aforesaid proposal is in the best interest of the Company and hence, seek to obtain approval of the Members through Postal Ballot by way of special resolution.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives are interested or concerned in the said resolution except to the extent of their respective shareholding, if any, in the Company.

By Order of the Board

**Navi Mumbai
June 9, 2019**

**Sd/-
Rajeev Limaye
Company Secretary**



3i Infotech Limited

Corporate Identification Number (CIN): L67120MH1993PLC074411

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

Tel No: 022 7123 8000 E-mail: investors@3i-infotech.com

Website: www.3i-infotech.com

POSTAL BALLOT FORM

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

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

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

Number of Equity Share(s) held :

I / We hereby exercise my / our vote in respect of the Resolution(s) to be passed through Postal Ballot for the business stated in the Notice dated Sunday, June 9, 2019 of 3i Infotech Limited (the "Company") by sending my / our assent or dissent to the Resolution(s) by placing a tick (✓) mark in the appropriate column below:

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

Place:

Date:

Signature of the Member

INSTRUCTIONS TO SHAREHOLDERS OPTING FOR VOTING THROUGH PHYSICAL MODE

1. Member(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self addressed envelope. Postage will be borne by the Company. The envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the Member(s) will also be accepted.
2. The Form should be completed and signed by the Member (as per the specimen signature registered with the Company / Depository Participant). In case of joint holding, this form should be completed and signed by the first named Member and in his / her absence, by the next named Joint Member. Unsigned Postal Ballot Form will be rejected. In case Postal Ballot Form is signed through a delegatee, a copy of the Power of Attorney attested by the Member should be annexed to the Postal Ballot Form.
3. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 6:00 p.m. on Wednesday, July 24, 2019. Postal Ballot Form(s) received after this date will be strictly treated as if reply from such Member(s) has not been received.
4. In case of shares held by companies, trusts, societies, etc., a certified copy of board resolution / authority letter, etc. should accompany the duly completed Postal Ballot Form.
5. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Member(s) on the cut-off date, i.e. Friday, May 31, 2019.
6. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope. If any extraneous papers are found, the Scrutinizer will destroy the same.
7. The Company is also offering e-voting facility as an alternative for all its Members to enable them to cast their votes electronically instead of using the Postal Ballot Form. The detailed procedure for e-voting has been given in the Notice.

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD