

## 3i INFOTECH LIMITED

Corporate Identification Number (CIN): L67120MH1993PLC074411

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

Tel: 022-7123 8000 E-mail: [investors@3i-infotech.com](mailto:investors@3i-infotech.com) Website: [www.3i-infotech.com](http://www.3i-infotech.com)

### NOTICE

Notice is hereby given that the Twenty Seventh Annual General Meeting ("AGM") of the Members of 3i Infotech Limited (the "Company") will be held on Wednesday, December 23, 2020 at 2:00 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the business as mentioned below. The venue of the AGM shall be deemed to be the Registered Office of the Company.

#### ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) of the Company for the financial year ended March 31, 2020 together with the Reports of the Board of Directors ("Board") and the Auditors thereon.
2. To appoint a Director in place of Mr. Padmanabhan Iyer (DIN- 05282942), who retires by rotation and being eligible, offers himself for re-appointment.

**Explanation:** Based on the terms of appointment, office of executive directors and the non-executive directors are subject to retirement by rotation. Pursuant to provisions of Section 152 (6) of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Padmanabhan Iyer, who was appointed on August 11, 2016, whose office is liable to retire at the ensuing AGM, being eligible, seeks re-appointment at the AGM. Based on the performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board recommends his re-appointment. The tenure, terms and conditions of his appointment and remuneration shall remain the same as approved by the Members at their Meetings held on December 7, 2016 and December 12, 2019 respectively.

Therefore, the Members are requested to consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Padmanabhan Iyer (DIN- 05282942), who retires by rotation, be and is hereby appointed as a director liable to retire by rotation."

#### SPECIAL BUSINESS

3. **Appointment of Mr. Pravir Kumar Vohra (DIN- 00082545) as a Non-Executive Director of the Company and approval for payment of fees apart from Sitting Fees.**

**To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** subject to the provisions of Sections 152, 160 and other applicable provisions of the Companies Act, 2013 (the "Act") and the rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Pravir Kumar Vohra (DIN- 00082545), who was appointed as an Additional (Non-Executive) Director under Section 161(1) of the Act, by the Board of Directors of the Company with effect from September 1, 2020 and who holds office upto the date of the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act signifying his intention to propose Mr. Pravir Kumar Vohra as a candidate for the office of the Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 197, 198, Schedule V and other applicable provisions of the Act, read with the applicable rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), Articles of Association of the Company, Mr. Vohra be paid remuneration/fees for providing services as Professional Expert pursuant to proviso to Section 197 (4) of the Act apart from Sitting Fees which he is entitled to get for attending Board and Committee Meeting as per provisions of the Act, as may be recommended by the Nomination & Remuneration Committee and approved by the Board, from time to time during his said tenure.

**RESOLVED FURTHER THAT** Mr. Padmanabhan Iyer, Managing Director and Global CEO and Mr. Rajeev Limaye, Company Secretary of the Company be and are hereby severally authorized to do the necessary filings with the Registrar of Companies and to do all such acts, deeds and things as may be required to give effect to the above resolution."

**4. Appointment of Ms. Zohra Chatterji (DIN- 01382511) as an Independent Director of the Company for a term of 5 years effective March 24, 2020.**

**To consider and, if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution:**

**"RESOLVED THAT** subject to provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") as amended from time to time and as per the recommendations of the Nomination & Remuneration Committee and that of the Board of Directors, Ms. Zohra Chatterji (DIN-01382511), who was appointed as an Additional Director (designated as an Independent Non-Executive Director effective March 24, 2020 and who holds office till the date of this AGM in terms of Section 161 of the Act) and who has submitted a declaration that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act signifying his intention to propose Ms. Zohra Chatterji as a candidate for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of 5 years effective March 24, 2020 to- March 23, 2025.

**RESOLVED FURTHER THAT** pursuant to provisions of the Act, Ms. Zohra Chatterji shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** Mr. Padmanabhan Iyer, Managing Director and Global CEO and Mr. Rajeev Limaye, Company Secretary of the Company be and are hereby severally authorized to do the necessary filings with the Registrar of Companies and to do all such acts, deeds and things as may be required to give effect to the above resolution."

**5. Re-appointment of Mr. Ashok Shah (DIN- 01194846) as an Independent Director of the Company for another term of 5 years effective October 1, 2020.**

**To consider and, if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149,150,152,160 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), as amended from time to time and pursuant to the recommendations of the Nomination & Remuneration Committee and that of the Board of Directors, Mr. Ashok Shah (DIN-01194846), who held office of Independent Director upto September 30, 2020 and who was appointed as an Additional Director (designated as an Independent Non-Executive Director

effective October 1, 2020 and holds office till date of the AGM in terms of Section 161 of the Act) and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act signifying his intention to propose Mr. Ashok Shah as a candidate for the office of the Director of the Company be and is hereby re-appointed as an Independent Director of the Company for a second consecutive term of five years effective October 1, 2020 to September 30, 2025.

**RESOLVED FURTHER THAT** pursuant to provisions of the Act, Mr. Ashok Shah shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** Mr. Padmanabhan Iyer, Managing Director and Global CEO and Mr. Rajeev Limaye, Company Secretary of the Company be and are hereby severally authorized to do the necessary filings with the Registrar of Companies and to do all such acts, deeds and things as may be required to give effect to the above resolution.”

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

**By Order of the Board**

Sd/-  
Rajeev Limaye  
Company Secretary

Navi Mumbai  
October 22, 2020

**NOTES:**

The explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”) containing reasons for proposing the resolutions as stated in the Notice is annexed hereto.

**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 continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular no. 33/2020 dated September 28, 2020 read with circulars dated May 5, 2020, April 13, 2020 and April 8, 2020 (collectively referred as “MCA Circulars”) and SEBI circular dated May 12, 2020 permitted Companies to convene the Annual General Meeting (AGM) through VC/OAVM Facility, without physical presence of the Members at a common venue, subject to compliance of various conditions mentioned therein. In compliances with the provisions of the Companies Act, 2013 (the “Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), the 27<sup>th</sup> AGM of the Company is being held through VC/OAVM Facility. 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 authorized representative) the said AGM through VC/OAVM Facility.

The authorised representative of a body corporate which is a registered equity shareholder of the Company may attend the AGM 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 AGM is emailed to the Scrutinizer at [scrutinizer3iinfotechagm@gmail.com](mailto:scrutinizer3iinfotechagm@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) not later than 48 hours before the scheduled time of the commencement of the Meeting.

- c) Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
- d) Electronic copy of all the relevant documents referred to the accompanying notice of the AGM and the explanatory statement shall be available for inspection in the investor section of the website of the Company at [www.3i-infotech.com](http://www.3i-infotech.com). A recorded transcript of the meeting shall also be made available post AGM on the website of the Company as soon as possible.

- e) National Securities Depository Limited (“NSDL”) will be providing facility for voting through remote e-Voting, for participation in the 27<sup>th</sup> AGM through VC/OAVM Facility and e-Voting during the 27<sup>th</sup> AGM.
- f) Members may join the AGM 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 AGM and the Company may close the window for joining the VC/OAVM Facility 30 minutes after the scheduled time to start the AGM.
- g) Members may note that the VC/OAVM Facility, provided by NSDL, allows participation of at least 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 AGM without any restriction on account of first-come first- served principle.
- h) Attendance of the Members participating in the AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- i) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) from time to time, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) and Regulation 44 of SEBI LODR read with MCA circulars, the Company is providing remote e-voting facility to its members in respect of the business to be transacted at the AGM and facility for those members participating in the AGM to cast vote through e-voting system during the AGM.
- j) Members are informed that in case of joint holders attending the AGM, only such joint holder whose name stands first in the Register of Members of the Company / Register of beneficial owners as on cut-off date as received from National Securities Depository Limited (“NSDL”) /Central Depository Services (India) Limited (“CDSL”) (collectively referred to as “Depositories”) in respect of such joint holding will be entitled to vote.
- k) In terms of the MCA Circulars since the AGM has been convened through VC/OAVM, physical attendance of Members has been dispensed with and there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the AGM through VC/OAVM Facility and e-Voting during the AGM.

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

- a. The remote e-voting period will commence at 9:00 am (IST) on Sunday, December 20, 2020 and end at 5:00 pm (IST) on Tuesday, December 22, 2020. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday, December 16, 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 AGM 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 IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2, i.e. Cast your vote electronically.*

IV. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 115041 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](http://www.evoting.nsdl.com).

- ii. “Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). or contact Mr. Amit Vishal, Senior Manager or Ms. Pallavi Mhatre Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email IDs: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [AmitV@nsdl.co.in](mailto:AmitV@nsdl.co.in) or [pallavid@nsdl.co.in](mailto: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](mailto: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 Members 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 Members whose e-mail addresses are not so registered, may follow the following procedure:

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 AGM 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](mailto:investors@3i-infotech.com).

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](mailto:investors@3i-infotech.com).

**4. Instructions for Members for participating in the AGM through VC/OAVM are as under:**

- a. Members will be able to attend the AGM 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 AGM. 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 AGM 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](http://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 Wednesday, December 16, 2020.
- d. Further, Members will be required to use internet with a good speed to avoid any disturbance during the AGM.
- 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 items mentioned in the notice or any other matter to be placed at the AGM, 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 [investors@3i-infotech.com](mailto:investors@3i-infotech.com) atleast 48 hours in advance before the start of the AGM i.e. by Monday, December 21, 2020 by 2:00 p.m. (IST). Such questions by the Members shall be taken up during the AGM and replied by the Company suitably.
- g. Members who would like to express their views or ask questions during the AGM 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 [investors@3i-infotech.com](mailto:investors@3i-infotech.com) between 9.00 a.m. (IST) on Friday, December 18, 2020 and 5.00 p.m. (IST) on Saturday, December 19, 2020. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. 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 AGM are as under:**

- a) Members may follow the same procedure for e-voting during the AGM as mentioned above for remote e-voting.
- b) Only those Members, who will be present in the AGM 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 AGM.
- c) Members who have cast their vote by remote e-voting prior to the AGM may also participate in the AGM 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 AGM 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](mailto:evoting@nsdl.co.in) or [AmitV@nsdl.co.in](mailto: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](mailto:evoting@nsdl.co.in) or [pallavid@nsdl.co.in](mailto: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 Regulation 40 of the SEBI LODR, as amended securities of listed companies can only be transferred in dematerialized form with effect from April 1, 2019 except in case of request received for transmission or transposition of securities. In view of the above, Members are advised to dematerialize shares held by them in physical form.
- c. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, December 16, 2020 to Wednesday, December 23, 2020 (both days inclusive).
- d. Notice of this AGM has been sent to those Members whose names appear in the Register of Members as on Friday, November 20, 2020. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the AGM by email may obtain the User ID and password by sending a request to the Company's email address [investors@3i-infotech.com](mailto: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](http://www.evoting.nsdl.com).
- e. 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 AGM.
- f. The Company reserves the right to limit the number of Members asking questions depending on the availability of time at the AGM.
- g. During the AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the AGM, formally propose to the Members participating through VC/ OAVM Facility to vote on the resolutions as set out in the Notice of the AGM 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 AGM.

- h. The Company has appointed Mr. Avinash Bagul, Partner, M/s. BNP & Associates, Practicing Company Secretaries or failing him, Mr. K. Venkataraman, Associate Partner, M/s. BNP & Associates, Practicing Company Secretaries as scrutinizer (the “Scrutinizer”) to scrutinize the e-voting at the AGM and remote e-voting in a fair and transparent manner.
- i. The Scrutinizer shall immediately after the conclusion of e-voting at the AGM, first download the votes cast at the AGM 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 Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of this AGM, who shall then countersign and declare the result of the voting forthwith.
- j. The voting results of the AGM declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.3i-infotech.com](http://www.3i-infotech.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the stock exchanges.
- k. The Notice of the AGM and the Annual Report for the year 2019- 20 including therein the Audited Financial Statements for the year 2019-20, will be available on the website of the Company at [www.3i-infotech.com](http://www.3i-infotech.com). The Notice of 27<sup>th</sup> AGM will also be available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- l. We urge members to support our commitment to environmental protection by choosing to receive the company’s communication through email. The Members holding shares in electronic form who have not registered their e-mail address are requested to register the same with their concerned Depository Participant for this purpose and for receiving all such communications from the Company. Members holding shares in physical form may write to the Registrar and Share Transfer Agent.
- m. Members are requested to note that trading in equity shares of the Company on the Stock Exchanges is permitted only in dematerialized form as per the notification issued by SEBI. The shares of the Company are available for trading under both the depository systems in India i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Members who continue to hold shares in physical form are, therefore, requested to note that they will not be able to trade in the shares of the Company, unless the same are dematerialized.
- n. Pursuant to the requirements of Corporate Governance under SEBI LODR and Secretarial Standard on General Meetings (“SS-2”), information about the Director proposed to be re-appointed has been given in the Annexure to this Notice.
- o. The Company is a SEBI Registered, Category I Share Transfer Agent and handles all Registrar and Transfer Agents’ work in-house. The Company has adequate infrastructure to service its Shareholders.
- p. Members desirous of getting any information about the accounts and operations of the Company are requested to write to the Company at least seven days before the AGM to enable the Company to keep the information ready at the AGM.
- q. Members may avail of the nomination facility as provided under Section 72 of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force). Members desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to the Company at its Registered Office address. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.

- r. Electronic copy of all the documents referred to in the accompanying Notice of the 27<sup>th</sup> AGM and the Explanatory Statement shall be available for inspection in the Investor Section of the website of the Company [www.3i-infotech.com](http://www.3i-infotech.com).
- s. The soft copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM.

### Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

#### Item no. 3

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee vide circular resolution passed on September 1, 2020 had appointed Mr. Pravir Kumar Vohra (DIN- 00082545) as an Additional (Non-Executive) Director of the Company with effect from September 1, 2020 under Section 161 (1) of the Companies Act, 2013 (the "Act") and Regulation 17(1), 19 read with Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and Articles of Association of the Company, to hold office up to the date of the ensuing Annual General Meeting of the Company.

Members are requested to refer brief profile of Mr. Pravir Kumar Vohra which is given separately as an Annexure to this Notice.

Keeping in view vast experience and expertise of Mr. Vohra, the Nomination and Remuneration Committee and the Board of Directors recommends his appointment as a Non-Executive Director of the Company as per provisions of Regulation 17 of SEBI LODR and approval from the Members is sought for the appointment of Mr. Pravir Kumar Vohra as a Non-Executive Director. Once appointed, Mr. Pravir Kumar Vohra shall be liable to retire by rotation as per provisions of Section 152 of the Act.

Mr. Pravir Kumar Vohra has provided his consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and a declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 (2) of the Act, prior to his appointment by the Board of Directors of the Company. Hence, in the opinion of the Board, he fulfills the conditions specified in the Act and the Rules made thereunder and also under SEBI LODR for appointment as Non-Executive Director. The Company has also received a notice in writing from a Member under Section 160 of the Act signifying his intention to propose Mr. Pravir Kumar Vohra as a candidate for the office of the Director of the Company.

Your Directors hereby place the proposal recommending appointment of Mr. Pravir Kumar Vohra as a Non-Executive Director, liable to retire by rotation as set out in Item No. 3 of the Notice, by way of an ordinary resolution.

The Nomination and Remuneration Committee and the Board, at their Meetings held on October 22, 2020, had accorded its consent to make payment to Mr. Vohra amounting to ₹240,000 p.m. for providing services to the Company as Professional Expert. Please note that apart from the reimbursement of expenditure incurred for attending the Meetings of the Board or its Committees in which he is a Member and Sitting Fees payable in accordance with the Company's policies, he shall be paid an amount of ₹240,000 p.m. for providing services to the Company as Professional Expert. Except this, no other remuneration shall be paid by the Company to Mr. Pravir Kumar Vohra (if appointed as Non-Executive Director of the Company).

Except Mr. Pravir Kumar Vohra and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the resolution set forth in item no. 3 of the Notice.

Additional information in respect of Mr. Pravir Kumar Vohra pursuant to Regulation 36(3) of the SEBI LODR and the Secretarial Standard on General Meetings (SS-2) of ICSI is given separately in the Notice.

#### **Item No. 4**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors by way of Circular Resolution passed on March 24, 2020, had appointed Ms. Zohra Chatterji (DIN - 01382511) as an Additional Director designated as Non-Executive Independent Director for a term of five years effective March 24, 2020, subject to approval of the Members of the Company at the ensuing Annual General Meeting of the Company.

In terms of Section 160 of the Companies Act, 2013 (the "Act"), the Nomination and Remuneration Committee and the Board have recommended the appointment of Ms. Zohra Chatterji as an Independent Director pursuant to provisions of Section 149 and 152 of the Act.

A brief profile of Ms. Zohra Chatterji is given separately in Annexure to this Notice.

In the opinion of the Board, Ms. Zohra Chatterji fulfills the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1) (b) of the SEBI LODR for her appointment as an Independent Non-Executive Director of the Company and she is independent of the management.

Considering the vast experience of Ms. Zohra Chatterji, the Board of Directors are of the opinion that her association as a Director on the Board would be of immense benefit to the Company and it is desirable to appoint her as an Independent Director for a period of five years from March 24, 2020 to March 23, 2025.

The Company has received a declaration from Ms. Zohra Chatterji that she meets criteria of independence as provided in Section 149 (6) of the Act and Regulation 16 (1)(b) of the SEBI LODR. The Company has also received a notice in writing from a Member under Section 160 of the Act signifying his intention to propose Ms. Zohra Chatterji as a candidate for the office of Director of the Company.

Electronic copy of the draft letter for appointment of Ms. Zohra Chatterji as an Independent Non-Executive Director setting out the terms and conditions shall be available under Investors' Section of the website of the Company at [www.3i-infotech.com](http://www.3i-infotech.com).

Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the resolution as set out in item no. 4 of the accompanying Notice for approval of the Members of the Company by way of a Special Resolution.

Except Ms. Zohra Chatterji, being an appointee or her relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set forth in item no. 4 of the Notice.

Additional information in respect of Ms. Zohra Chatterji pursuant to Regulation 36(3) of the SEBI LODR and the Secretarial Standard on General Meetings (SS-2) of ICSI is given separately in the Notice.

#### **Item no. 5**

The Members of the Company, at the 22<sup>nd</sup> Annual General Meeting held on September 23, 2015, had approved the appointment of Mr. Ashok Shah as an Independent Director of the Company for a period of five years with effect from October 1, 2015. Accordingly, the term of Mr. Ashok Shah has ended on September 30, 2020.

In terms of Section 149 (10) of the Companies Act, 2013 (the "Act"), every independent director shall hold office for a term upto 5 consecutive years on the Board of the Company. Any re-appointment of such an independent director has to be approved by the Members of the Company by way of Special Resolution.

At the Joint Lenders' Meeting held on June 29, 2020, the Lenders accorded their consent for re-appointment of Mr. Ashok Shah as an Independent Director for another term of 5 years effective October 1, 2020.

Since the Annual General Meeting of the Company could not be held before September 30, 2020 i.e. before expiry

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of existing term of Mr. Ashok Shah, the Board of Directors, on the basis of recommendation of the Nomination and Remuneration Committee vide resolution passed on September 27, 2020, for the re-appointment as an Additional Director (designated as an Independent Director) on the Board of the Company for a second term of five years effective October 1, 2020, subject to the approval of Members at the ensuing AGM.

The Members may note that Mr. Shah has been associated with the Company for more than 9 years and considering the overall contribution of Mr. Ashok Shah during this stint as a Director, his knowledge, experience and performance, his continued association would benefit the Company.

Keeping in view the vast experience of Mr. Shah, the Nomination and Remuneration Committee and the Board of Directors recommends his re-appointment as an Independent Director for another term of 5 years effective October 1, 2020 to September 30, 2025 and approval from the Members is sought for the resolution as set out in Item No. 5 of the Notice, by way of a Special Resolution.

The Company has received a declaration from Ms. Ashok Shah that he meets the criteria of independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the SEBI LODR.

The Company has also received a notice in writing from a Member under Section 160 of the Act signifying his intention to propose Mr. Ashok Shah as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Ashok Shah fulfils the conditions specified in the Act & the Rules thereunder and the SEBI LODR for re-appointment as an Independent Director and he is independent of the management of the Company.

Electronic copy of the draft letter for appointment of Mr. Ashok Shah as an Independent Non-Executive Director setting out the terms and conditions shall be available under Investors section of the website of the Company at [www.3i-infotech.com](http://www.3i-infotech.com)

Except Mr. Ashok Shah being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set forth in item no. 5 of the notice.

Additional information in respect of Mr. Ashok Shah pursuant to Regulation 36(3) of the SEBI LODR and the Secretarial Standard on General Meetings SS-2 of ICSI is given separately in the Notice.

**Additional Information as required to be disclosed under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) regarding the Directors proposed to be appointed/re-appointed:**

Name of the Director	Mr. Padmanabhan Iyer	Mr. Pravir Kumar Vohra	Ms. Zohra Chatterji	Mr. Ashok Shah
Age	56 years	66 years	66 years	70 years
Qualification	Advanced Master's Program in Management of Global Enterprises conducted by the Indian Institute of Management, Bangalore (IIM-B); Master's degree in Financial Management from the Jamnalal Bajaj Institute of Management Studies, University of Mumbai.	Post Graduate in Economics, Certified Associate of Indian Institute of Bankers	Graduate in Physics, Post Graduate in English	B.Sc., M.A. (Economics)
Experience	39 years	40 years	36 years	43 years

Name of the Director	Mr. Padmanabhan Iyer	Mr. Pravir Kumar Vohra	Ms. Zohra Chatterji	Mr. Ashok Shah
Date of first appointment on the Board of Directors	May 18, 2016	September 1, 2020	March 24, 2020	December 1, 2011
Relationship with other Directors, Manager and Other Key Managerial Personnel of the Company	None	None	None	None
Expertise in specific functional Area	As mentioned in brief resume given in Annexure to the Notice.	As mentioned in brief resume given in Annexure to the Notice.	As mentioned in brief resume given in Annexure to the Notice.	As mentioned in brief resume given in Annexure to the Notice.
Brief Resume of the Director	Given separately as an Annexure to this Notice	Given separately as an Annexure to this Notice	Given separately as an Annexure to this Notice	Given separately as an Annexure to this Notice
Other Directorships, Membership/ Chairmanship of Committees of other Boards	Details of other directorships of Mr. Iyer are given below.	<ol style="list-style-type: none"> <li>1. Thomas Cook (India) Limited-Director and Chairman-Stakeholders` Relationship Committee and Member-Audit Committee</li> <li>2. IDFC First Bank Limited-Director and Member-Audit and Stakeholders` Relationship Committee</li> <li>3. National Collateral Management Services Limited-Director and Chairman-Audit Committee</li> </ol>	<ol style="list-style-type: none"> <li>1. Travel Corporation (India) Limited-Director</li> <li>2. River Rhapsody Private Limited-Director</li> <li>3. National Collateral Management Services Limited-Director</li> </ol>	UTI Asset Management Company Limited-Director
Disclosure of relationships between inter-se	None	Mr. Vohra is on the Board of National Collateral Management Services Limited and Ms. Zohra Chatterji is one of the Directors of National Collateral Management Services Limited.	Ms. Zohra is on the Board of National Collateral Management Services Limited and Mr. Vohra is one of the Directors of National Collateral Management Services Limited.	None

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Name of the Director	Mr. Padmanabhan Iyer	Mr. Pravir Kumar Vohra	Ms. Zohra Chatterji	Mr. Ashok Shah
Number of shares held in the Company as on date of this Notice	1,920	42,800	NIL	NIL
Details of remuneration last drawn	Remuneration paid for the month of September `20 as Managing Director and Global CEO was ₹ 844,739.	N.A.	N.A.	N.A.
Details of remuneration sought to be paid	Details of remuneration were approved by the Members at its previous Annual General Meeting held on December 12, 2019.	₹240,000 p.m. as fees for providing services as Professional Expert and Sitting Fees for attending the Board and Committee Meetings as applicable	Sitting Fees for attending the Board and Committee Meetings as applicable	Sitting Fees for attending the Board and Committee Meetings as applicable
Terms and conditions of appointment or re-appointment	The terms and conditions of appointment, except for remuneration, remain same as approved by the Members at the Annual General Meeting held on December 7, 2016.	Appointment as Non-Executive Director, liable to retire by rotation	Appointment as an Independent Non-Executive Director for a term of 5 years effective March 24, 2020	Re-appointment as an Independent Non-Executive Director for another term of 5 years effective October 1, 2020
Number of Board Meetings attended during the year	Please refer Corporate Governance Report which is a part of this Annual Report.	N.A.	Please refer Corporate Governance Report which is a part of this Annual Report.	Please refer Corporate Governance Report which is a part of this Annual Report.

Mr. Padmanabhan Iyer is on the Board of the following companies/entities-

Names of the Companies /bodies corporate/ firms/ association of individuals	Nature of interest or concern/ Change in interest or concern
3i Infotech Consultancy Services Limited	Chairman
Professional Access Software Development Private Limited	Director
3i Infotech BPO Limited	Chairman
3i Infotech Foundation	Trustee
3i Infotech Holdings Private Limited	Director
3i Infotech (Middle East) FZ LLC	Director
3i Infotech (Africa) Limited	Director
3i Infotech (UK) Limited	Director
3i Infotech (Western Europe) Holdings Limited	Director
3i Infotech (Western Europe) Group Limited	Director



Names of the Companies /bodies corporate/ firms/ association of individuals	Nature of interest or concern/ Change in interest or concern
Rhyme Systems Limited	Director
3i Infotech Asia Pacific Pte. Limited	Director
3i Infotech (South Africa) (Pty) Limited	Director
3i Infotech Inc.	Director
3i Infotech (Thailand) Limited	Director
3i Infotech Saudi Arabia LLC	Director
3i Infotech SDN BHD	Director
Elegon Infotech Limited	Director, General Manager & Legal Representative

**Brief profile of Directors seeking appointment/re-appointment at the  
27<sup>th</sup> Annual General Meeting to be held on December 23, 2020**

**1. Mr. Padmanabhan Iyer (DIN-05282942)**

Mr. Padmanabhan Iyer was appointed as the Chief Financial Officer of 3i Infotech Limited effective November 11, 2014. He has spent more than 15 years with 3i Infotech Limited, having headed Product Development and Delivery Centres, Technology Services and the BPO Division. He was also the CEO of the China subsidiary of the Company. He brings with him profound knowledge and experience of more than 30 years in the techno financial arena.

As the CFO, he plays an active part in key decisions of business, with a focus on running a metrics driven organisation. He provides key inputs on a wide range of strategic and operational decisions. He also ensures global compliance in the areas of corporate governance, financial reporting and compliances. He plays a pivotal role in managing various stakeholders, which include investors, board, auditors and regulators.

His broad range of experience both within 3i Infotech and outside has shaped him to lead from the front in tough situations, be responsive to needs of all around him, a strong understanding of business levers and a high degree of persuasion skills. A continuous learner, he has taken on demanding roles and achieved excellence in them.

With 39 years of overall experience, he has enriched his capabilities to be recognized as a leader. His work experience has been in the areas of Finance, Operations and Delivery both on services and products with a geography exposure across the globe. Some of the organisations that he has been associated with are Reliance Infocomm, Centurion Bank Ltd., Ispat Industries Ltd., ITC Classic Finance Limited, Empire Finance Co. Ltd. to name a few.

**2. Mr. Pravir Kumar Vohra (DIN- 00082545)**

Mr. Pravir Kumar Vohra has completed Postgraduation in Economics from St. Stephen's College, University of Delhi and he is a certified Associate of the Indian Institute of Bankers.

He began his career in banking with State Bank of India where he worked for over 23 years. He held various senior level positions in business as well as technology within the bank, both in India and abroad. His assignments included responsibility for the technology function for State Bank's branches in the US and Canada. He also headed the Bank's Forex Division at New Delhi. The late 1990s saw Mr. Vohra as Vice President in charge of the Corporate Services group at Times Bank Ltd. He was responsible for spearheading the bank's technology enabled services to corporate in areas like cash management, supply chain management and merchant banking.

In January 2000, he moved to the ICICI Bank group where he headed a number of functions like the Retail Technology Group and Technology Management Group. From 2005 till 2012, he was the President and Group CTO at ICICI Bank. His focus was to ensure a meaningful alignment of Technology with overall business goals and obtain the best from people, processes and information within the organization. As a Group CTO, he played a key role in shaping the Bank's technology investments through repositioning strategies across both execution and product innovation. Mr. Vohra oversaw IT strategy & innovation, enterprise architecture, process automation, group IT infrastructure and was responsible for leveraging technology synergies across ICICI Bank and its group companies. He also carried additional responsibilities for facilities management, infrastructure and administration; in this capacity he oversaw the roll out of

new branches, ATMs, two state of the art data centers and a large 4 million square feet office facility at Hyderabad.

He has unique ability to evaluate technology from a business perspective, leveraging it to reduce costs or generate revenues combined with incredible foresight in an ever changing landscape. With a stint spanning close to four decades in the industry, Mr. Vohra has immense experience and knowledge in IT architecture, domain expertise in financial products, process re-engineering, IT operations and strategy.

Post his retirement from ICICI Bank in 2012, he mentored start-ups in the payments space and, more recently, completed a 2 year assignment with New Development Bank, Shanghai. He also continues to serve on the Technology Advisory Committees of organizations like the BSE Limited, NCDEX, Indian Clearing Corporation and Power Exchange India etc. He also serves as an independent Director on the Boards of Thomas Cook India Ltd., IDFC Bank and NCML Ltd.

Mr. Vohra has served on numerous technology & functional committees set up by organizations such as the Central Board of Direct Taxes, the Unique Identification Authority of India (UIAI) as well as the Reserve Bank of India, the Indian Banking Association and NPCI. He has also served as a nominee director on the boards of Loyalty Solutions & Research Pvt Ltd, ICICI Securities Ltd, Firstsource Solutions Ltd and as an independent director on MCX India Ltd., Goldman Sachs AMC (India) Ltd and Qness Corporation. Accolades won by Mr. Vohra include The Asian Banker Achievement Award for Technology & Operations in 2006 and the Symantec Asia South Visionary 2008. He was also one of the three CIOs of international banks to have featured on the Information Week's Global CIO 50 List for 2009.

### **3. Ms. Zohra Chatterji (DIN- 01382511)**

Ms. Zohra Chatterji retired in 2014 as Secretary, Ministry of Textiles in the Government of India. She belongs to the 1979 Batch of the IAS, UP Cadre and has held several important positions in her home state including Secretary and Director Industries, Labour Commissioner, Secretary & DG Tourism, Secretary & Project Director Basic Education etc. Her last assignment in UP was Principal Secretary IT & Industries when she was awarded the Prime Minister's Award for Excellence in Public Administration.

She joined the Government of India on Central deputation in 2007 as Joint Secretary, Broadcasting in the Ministry of Information & Broadcasting. She became Member Secretary, National Commission for Women on promotion as Additional Secretary and was associated with drafting landmark amendments to the Criminal Law Amendment Bill and the Act for Prevention of Harassment of Women at the Workplace. She went on to serve as Additional Secretary Coal where she also held additional charge of CMD Coal India as its first woman CMD and chaired the IMG for monitoring and de-allocation of coal blocks. She became Secretary to the Government of India; Ministry of Textiles in February 2013. She has a keen interest in handlooms and handicrafts and has introduced many new initiatives for the same, including the setting up of a Hastkala Academy in New Delhi for documentation, promotion and preservation of handicrafts. Post retirement, Ms. Chatterji is serving on the Board of NCML and Travel Corporation of India (TCI) as an Independent Director. She was also the former non-executive Chairman of the UP Institute of Design.

Ms. Chatterji is a graduate in Physics from Miranda House, New Delhi. She did her post-graduation in English Literature from AMU and had her schooling in Loreto Convent, Lucknow. She is currently pursuing a PhD from the University of Lucknow and is the President of Alliance Francaise in Lucknow, an organization supported by the Government of France for the teaching of French language and the promotion of Indo-French cultural relations. Her many interests include painting, photography, dramatics and writing.

#### 4. Mr. Ashok Shah (DIN- 01194846)

Mr. Ashok Shah holds a bachelor's degree in science with post graduate degree in Economics. Mr. Ashok Shah Joined Life Insurance Corporation of India (LIC) as a direct recruit officer in 1977. In the more than three decades in the Corporation, he has served in all important positions in Operations. He retired as Zonal Manager (Executive Director cadre) at Delhi and was in charge of LIC's premier Zone, Northern Zone, for five years. Subsequently, he went on deputation to the National Insurance Academy, Pune, as Chair Professor. In June 2010, he subsequently joined LIMRA (Life Insurance Marketing and Research Association), a U.S. based entity as Director -India.

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

**By Order of the Board**

**Sd/-  
Rajeev Limaye  
Company Secretary**

Navi Mumbai  
October 22, 2020