



3i Infotech[®]
LIMITLESS EXCELLENCE

January 25, 2021

BSE Limited
Sir Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai – 400001
Security Code: 532628

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C-1, Block G
Bandra Kurla Complex,
Mumbai – 400051
Scrip code: 3IINFOTECH

Dear Sir,

Sub: Postal Ballot Notice- Disclosure under Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to captioned subject, we enclose herewith a copy of the Postal Ballot Notice dated January 22, 2021 (“Postal Ballot Notice”) which is being sent to 0.01% Non-Convertible Redeemable Preference Shareholders (“Class A Preference Shareholders”) and 0.10% Non-Convertible Redeemable Preference Shareholders (“Class B Preference Shareholders”) of the Company (enclosed as **Annexure A and B** respectively).

The Postal Ballot Notice, along with other relevant documents, are being sent to Class A and Class B Preference Shareholders whose names appear in the register of Preference Shareholders/beneficial owners received from National Securities Depository Limited (“NSDL”) as on Friday, January 8, 2021 (“Cut- off date”), seeking their approval as set out in the Postal Ballot Notice.

The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Preference Shareholders. The e-voting through postal ballot will commence from Wednesday, January 27, 2021 (9:00 A.M. IST) and shall end on Sunday, February 28, 2021 (5:00 P.M. IST) (both days inclusive). The results of the postal ballot will be announced on Tuesday, March 2, 2021 at 5:00 p.m.

The copy of the Postal Ballot Notice will also be made available on the website of the Company i.e. www-3i-infotech.com

This is for your information and records.

Thanking you,

Yours faithfully,

For **3i Infotech Limited**

Rajeev Limaye
Company Secretary
Encl - As above

3i Infotech Limited
CIN: L67120MH1993PLC074411

T: +91 22 7123 8000 F: +91 22 7123 8310 W: www.3i-infotech.com
Regd Off: Tower # 5, 3rd to 6th Floors, International Infotech Park, Vashi, Navi Mumbai – 400703, India



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 OF POSTAL BALLOT

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

Dear shareholder(s),

Notice of postal ballot ("**Notice**") is hereby given pursuant to the provisions of Section 55 of the Companies Act, 2013 ("**Act**") read with Rule 9(6) of the Companies (Share Capital and Debentures) Rules, 2014 and Section 48 of the Act, Section 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment(s), statutory modification(s) and/ or re-enactment thereof for the time being in force) ("**Rules**") and such other applicable laws and regulations, that the resolution annexed hereunder is proposed to be passed by the holders of the 0.01% Class A non-convertible redeemable preference shares of the Company ("**NCPS Shareholders**") by way of postal ballot including through electronic voting ("**e-voting**"). The Explanatory Statement pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed resolution is appended below for consideration of the shareholders. As per Rule 22 of the Companies (Management and Administration) Rules, 2014, variation in the rights attached to a class of shares or debentures or other securities as specified under Section 48 should only be transacted by means of voting through postal ballot.

Due to COVID-19 outbreak, the Ministry of Corporate Affairs, Government of India ("**MCA**") vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 ("**MCA Circulars**") has prescribed the process for convening of extraordinary general meetings and passing of resolutions through postal ballot till June 30, 2021 or till such further orders, whichever is earlier. Pursuant to the said MCA Circulars, companies have been advised to adhere to the social distancing norms laid down by the Government of India and take all decisions which require the approval of the shareholders, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act till June 30, 2021 or till further orders, whichever is earlier. The MCA Circulars further provide that on account of difficulties faced by the companies in dispatch of physical postal ballot notice to the shareholders during the lockdown, the communication of assent / dissent of the shareholders in the postal ballot will take place only through e-voting. The requirements provided under Rule 20 of the Rules relating to e-voting shall be applicable *mutatis mutandis* for passing of resolutions through postal ballot.

This Notice is accordingly being issued in compliance with the said MCA Circulars. This Notice will only be sent through email to all the NCPS Shareholders who have registered their email addresses with the Company or depository / depository participants and the physical Notice (along with postal ballot forms) and pre-paid business envelope through post will not be sent to the NCPS Shareholders for this postal ballot. The communication of assent / dissent of the NCPS Shareholders will take place only through the e-voting system.



For voting through electronic means as per the facilities arranged by the Company, NCPS Shareholders are requested to read the instructions in the Notes under the section 'Voting through Electronic Means' of this Notice.

The Company has, in compliance with Rule 22(5) of the Rules, appointed Mr. Avinash Bagul, Partner, BNP & Associates, or failing him, Mr. K. Venkataraman, Associate Partner, BNP & Associates, Practicing Company Secretaries, as Scrutinizer for conducting the postal ballot in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company or in his absence to any other person authorised by the Chairman. The result of the postal ballot will be announced on Tuesday, March 2, 2021 at 5:00 p.m. and will be displayed at the Company's website www.3i-infotech.com, besides communicating to the stock exchanges and depositories. The last date for receipt of votes vide e-voting i.e., Sunday, February 28, 2021 shall be deemed to be the date of passing of the resolutions, if passed by requisite majority in accordance with Secretarial Standard-2 on General Meetings.

RESOLUTION

Item no. 1 – Approval for alteration of the terms and conditions and redemption of 0.01% Class A Non-Convertible Redeemable Preference Shares (“NCPS”) 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 55 of the Companies Act, 2013 (“Act”) read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 and Section 48 of the Act, and other applicable provisions, if any, (including any statutory modification or re-enactment thereof, for the time being in force), the enabling provisions in the Articles of Association of the Company, and all other provisions of all other applicable laws, and subject to such approvals, sanctions, consents, registrations and permissions, as may be required, and notwithstanding anything to the contrary contained in any agreement, contract, or any other document executed prior to the date hereof, and subject to consummation of the sale of the software product business of the Company to Azentio Software Private Limited, India in the manner contemplated under the Business Transfer Agreement dated 28 December 2020 executed between the Company and Azentio Software Private Limited, India, with effect from the date hereof the following provisions shall be inserted in the terms and conditions of all Class A NCPS of the Company and Class B NCPS of the Company:

If Closing Date as defined under the Business Transfer Agreement dated 28 December 2020 executed between the Company and Azentio Software Private Limited, India occurs, then, notwithstanding anything to the contrary contained in any agreement, contract, or any other document executed prior to the date hereof (including the terms and conditions of the Class A NCPS or Class B NCPS):

- (a) *the face value of each Class A NCPS and each Class B NCPS shall automatically stand reduced to Rs.3.08440654 or such lower amount agreed in writing between the Company and the relevant holder NCPS (such face value being the “Revised Face Value”);*
- (b) *each Class A NCPS and each Class B NCPS shall be redeemed by the Company at the Revised Face Value, without any premium, on or before 30 June 2021, or such other date as may be agreed in writing between the Company and the relevant holder of NCPS (such date being the “Revised Redemption Date”); and*
- (c) *if the Company fails to redeem any Class A NCPS or Class B NCPS by the Revised Redemption Date due to reasons attributable to the Company, the Revised Face Value of each Class A NCPS or Class B NCPS that remains unredeemed on the Revised Redemption Date shall automatically stand*



increased to Rs.5 with effect from the date immediately following the Revised Redemption Date, unless otherwise agreed in writing between the Company and holders of the relevant NCPS.

RESOLVED FURTHER THAT for the purposes of giving effect to the aforesaid resolutions, the Board be and are hereby authorised, to do all such acts, matters, deeds and things and to take all such steps and to do all such things and give all such directions, as may be necessary, expedient or desirable in connection therewith, including but not limited to taking such actions or give such directions as may be necessary or desirable and settling any questions or difficulties that may arise, for altering the terms of and redeeming the NCPS.

RESOLVED FURTHER THAT, the Board be and is hereby authorised to delegate all or any of the powers or authorities herein conferred by this resolution, to any Director(s) or to any other official of the Company or to any Committee of Directors or any other Officer(s)/ Authorized Representative(s) of the Company or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this resolution.”

Registered Office:

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

By order of the Board
For 3i Infotech Limited

Sd/-
Rajeev Limaye
Company Secretary

Place: Navi Mumbai
Date: January 22, 2021

Notes:

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

1. General instructions for accessing and participating in the Postal Ballot and voting through electronic means:

- a) In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular no. 39/2020 dated December 31, 2020 read with circulars dated September 28, 2020, 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 Extraordinary General Meetings (EGM) through the mechanism of postal ballot, without physical presence of the Shareholders at a common venue, subject to compliance of various conditions mentioned therein. In compliance with the provisions of the Companies Act, 2013 (the “Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), the approval of the Preference Shareholders for the abovementioned resolution is sought through postal ballot.
- b) The Postal Ballot Notice is being sent to all the Preference Shareholders whose names appear in the Register of Preference Shareholders /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, January 8, 2021.
- c) The voting rights of the Preference Shareholders shall be in proportion to their shares in the total paid-up equity share capital of the Company as on the cut-off date i.e. Friday, January 8, 2021. Any



recipient of the Postal Ballot Notice who was not a Preference Shareholder of the Company as on the cut-off date should treat this Postal Ballot Notice for information purpose only.

- d) Preference Shareholders are informed that in case of joint holders, only such joint holder whose name stands first in the Register of Preference Shareholders 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.
- e) In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those Preference Shareholders whose e-mail addresses are registered with the Company/Depositories. Preference Shareholders may please note that the Postal Ballot Notice will also be available on the Company’s website at www.3i-infotech.com and websites of stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
- f) 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 has provided the facility to the Preference Shareholders to exercise their votes electronically to vote on the resolution through the e-voting service facility arranged by NSDL. The instructions for e-voting are provided as part of this Postal Ballot Notice.
- g) The relevant documents referred to in the Postal Ballot notice and the explanatory statement shall be available for inspection at the Registered Office of the Company for inspection by the Preference Shareholders on all working days between 10:00 A.M. (IST) to 1:00 P.M. (IST), from the date of dispatch of the Notice up to the last date e-voting, i.e. Sunday, February 28, 2021.
- h) Institutional Preference Shareholders (i.e. other than individuals, HUF`s, NRI`s 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.
- i) 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.
- j) 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.
- k) To prevent fraudulent transactions, Preference Shareholders are advised to exercise due diligence and notify the Company of any change in address or demise of any Preference Shareholder as soon as possible. Preference Shareholders 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.



- l) Resolutions passed by the Preference Shareholders through Postal Ballot are deemed to have been passed as if they have been passed at the Meeting of the Preference Shareholders.

2. Instructions for Preference Shareholders for e-voting are as under:

- a) The e-voting period will commence at 9:00 am (IST) on Wednesday, January 27, 2021 and end at 5:00 pm (IST) on February 28, 2021. During this period, Preference Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, January 8, 2021 may cast their vote by e-voting. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Preference Shareholder, the Preference Shareholder shall not be allowed to change it subsequently.
- b) 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 115535 then user ID is 115535001***

- 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.nsd.com.
 - ii. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.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.



- c) 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 1020 990 and 1800 22 44 30 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 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.

Process for those Preference Shareholders 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:

Due to COVID-19 pandemic and in terms of MCA Circulars, the Postal Ballot Notice is being sent to the Preference Shareholders through electronic form only and had copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the Preference Shareholders for this Postal Ballot.

The Postal Ballot Notice is being sent to the Preference 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 Preference Shareholders whose e-mail addresses are not so registered, may follow the following procedure:

- Those Preference Shareholders, who hold shares in physical form and who have not registered their email address with the Company and who wish to cast their vote through e-voting, 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 Preference Shareholder as registered with the Company to the email address of the Company investors@3i-infotech.com.
- In case shares are held in demat mode and email address is not registered, such Preference Shareholders 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND SECTION 110 OF THE COMPANIES ACT, 2013

1. The Company has issued and allotted three classes of non-convertible preference shares ("NCPS") in the manner as described hereinbelow:
 - 1.1. On 31 March 2003, the company had issued and allotted a total of 30,00,00,000, 6.35% cumulative redeemable preference shares of INR 5 (Indian Rupees Five) each ("Class A NCPS"). On 28 June 2005, the Company, redeemed 10,00,00,000 Class A NCPS of INR 5 (Indian Rupees Five) each aggregating to INR 50,00,00,000 (Indian Rupees Fifty crore). Subsequently, in terms of letter of approval dated March 29, 2012 issued by the Corporate Debt Restructuring Cell, the Company issued 1,79,00,000 equity shares having face value of INR 10 (Indian Rupees Ten) each to ICICI Bank Limited against conversion of the 7,00,00,000 Class A NCPS held by it in the Company, such that currently 13,00,00,000 Class A NCPS are in existence as on date. Further, due to insufficiency of liquid surplus and losses incurred by the Company, the Company effected roll over / extensions and/or conversion in respect of the Class A NCPS remaining outstanding as on 31 March 2012, as



agreed with the holders of such Class A NCPS and in compliance with provisions of applicable law. Furthermore, the rate of dividend for the Class A NCPS was reduced from 6.35% to 0.01%.

- 1.2. Subsequently, in the financial year 2016-17, for the purpose of further restructuring the Company's debts under a comprehensive Debt Realignment Scheme ("**DRS**"), the Company *inter alia*:
 - (a) converted 35% of the principal amount of debt into non-convertible redeemable preference shares ("**NCPS**") of face value INR 5 (Indian Rupees Five) each at par ("**Class B NCPS**") redeemable on 15 March 2026 and carrying a dividend of 0.10% p.a.; and
 - (b) converted of 40% of the principal amount of debt into equity shares of the Company at face value. Further, under the terms of the DRS, if a lender was not in a position to subscribe to the equity shares of the Company due to regulatory constraints or otherwise, then they had the option, subject to necessary approvals, to subscribe to the non-convertible redeemable preference shares of face value INR 1 (Indian Rupee One) each with premium of INR 4 (Indian Rupees Four) each carrying a dividend of 0.10% p.a. and redeemable on 15 March 2026 ("**Class C NCPS**"). However, as on date, the Company has not issued any Class C NCPS.
2. As mandated under the Master Restructuring Agreement dated 30 March 2012, the Company and its subsidiaries have been evaluating various options for a viable restructuring to reduce its debt position, including sale/monetization of its global products business, along with the respective assets and liabilities (including employees, contracts, intellectual property, etc.). In this regard, as discussed during the joint lenders meeting on 29 December 2020, the Company has executed definitive agreements for transfer, sale, assignment and delivery of: (A) the software product business (being the business of designing, developing, owning, customizing, implementing, upgrading, marketing, distributing, licensing, servicing and maintaining software products relating to the banking, enterprise resource planning (ERP), insurance, anti-money laundering and investment management sectors) ("**Product Business**") along with the respective assets and liabilities (including employees, contracts, intellectual property, etc.) carried on by the Company or its subsidiaries in India and across the world to Azentio Software Private Limited, India, Azentio Software Private Limited, Singapore ("**Azentio Singapore**") and Azentio Singapore's subsidiaries in the relevant jurisdictions, as a going concern and on a slump sale basis, on an "as is where is" basis (as defined under section 2(42C) of the Income Tax Act, 1961) without values being assigned to individual assets and liabilities; and (B) the Company's intellectual property rights relating solely to the Product Business outside India, on an "as is where is" basis; for an aggregate consideration of INR 1,000,20,00,000 (Indian Rupees One Thousand crores twenty lakhs), subject to adjustments, if any ("**Transfer Consideration**").
3. The Company proposes to utilise the Transfer Consideration *inter alia* in the following manner, such that the Company becomes debt free:
 - 3.1. INR 266,74,70,888 towards settlement of term loans outstanding to the lenders as on 31 January 2021;
 - 3.2. settlement of the Class A NCPS at its net present value ("**NPV**") of INR 40,09,72,850 as on 31 January 2021;
 - 3.3. settlement of the Class B NCPS at its NPV of INR 393,42,27,150 as on 31 January 2021 and
 - 3.4. settlement of outstanding foreign currency convertible debentures of USD 15,929,833.
4. Upon the effectiveness of this resolution, the total amounts payable to each NCPS holder in consideration for the redemption of all of the NCPS held by them, on or before the Revised Redemption Date, is as set out below:

4.1. **Class A NCPS**

NAME OF THE NCPS HOLDER	TOTAL AMOUNTS PAYABLE (INR)
IDBI Trusteeship Services Limited (trustee for (ICICI Strategic Investments Fund))	40,09,72,850

4.2. **Class B NCPS**

NAME OF THE NCPS HOLDER	TOTAL AMOUNTS PAYABLE (INR)
Indian Bank (pursuant to Merger of Allahabad Bank with Indian Bank)	165,558,606
Axis Bank Limited	103,255,549
Bank of Baroda	11,365,421
Bank of India	67,054,999
Canara Bank-Mumbai	154,525,683
Central Bank of India	20,623,776
DBS Bank Limited	161,781,799
Export Import Bank of India	86,624,343
HDFC Bank Limited	91,955,412
SREI Multiple Asset Investment Trust	1,372,506,042
SREI Multiple Asset Investment Trust - Vision India Fund (pursuant to transfer of Class B NCPS transferred by Srei Equipment Finance Limited)	66,240,715
IDBI Bank Limited	557,485,209
The Jammu & Kashmir Bank Ltd.	61,469,137
L&T Finance Limited	12,019,790
Punjab National Bank (Pursuant to Merger of Oriental Bank of Commerce and United Bank of India with Punjab National Bank)	98,166,234
RBL Bank Limited (formerly The Ratnakar Bank Limited)	37,010,071
Reliance Commercial Finance Limited	129,048,485
Standard Chartered Bank	584,513,114
Yes Bank Limited	61,225,053
Kotak Mahindra Bank Limited	15,567,000
OPC Asset Solutions Private Limited	8,920,154
Rentworks India Private Limited	25,035,680
DCB Bank Limited (formerly Development Credit Bank Limited)	42,274,876
TOTAL	3,934,227,150

4.3. **Class C NCPS**

NAME OF THE NCPS HOLDER	TOTAL AMOUNTS PAYABLE (INR)
None	0



5. Under Section 55 of the Companies Act, 2013 (“Act”), a company can redeem NCPS only from profits which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purposes of such redemption. If profits of the Company are not sufficient to redeem all NCPS issued by the Company, all or some of the NCPS holders may agree in writing with the Company to redeem NCPS held by them at a lower face value, which shall in no event be higher than Rs.3.08440654
6. The Company shall:
 - 6.1. redeem Class A NCPS and Class B NCPS by the NCPS holders who have consented to a reduction in face value in accordance with Paragraphs 0 and 0 above, at the lower face value agreed in writing between such NCPS holders and the Company; and
 - 6.2. redeem Class A NCPS and Class B NCPS by the NCPS holders who have not consented to redeem the NCPS held by them, at Rs.3.08440654 per NCPS;
7. In the event, in the case of any NCPS holder, there is a shortfall in the amount payable as indicated in Paragraph 4 and the amounts actually paid to such NCPS holders in accordance with Paragraph 6, an amount not exceeding such shortfall shall be paid to only such NCPS holders in whose respect there is such a shortfall, as recompense contemplated under the restructuring documents.
8. The documents referred to in the Postal Ballot Notice and Explanatory Statement will be available at the Registered Office of the Company for inspection by the NCPS Shareholders on all working days between 10:00 A.M. (IST) to 1:00 P.M. (IST), from the date of dispatch of the Notice up to the last date of receipt of e-voting, i.e., Sunday, February 28, 2021.
9. In terms of Section 48 and Section 55 of the Companies Act, 2013 (“Act”), read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof, for the time being in force) a company shall not, except with the consent of the members by way of a special resolution and the consent of the concerned class of shareholders, vary the rights of any class of shareholders of a company. Since the proposed redemption of the Class A NCPS and the Class B NCPS involves variation of the terms and conditions of the Class A NCPS and the Class B NCPS, and affects the rights of other class of shareholders, approval of each class of NCPS holders is being sought separately under Section 48 and all other applicable laws is being sought.
10. Mr. Rajeev Kumar Sinha (Non-Executive - Nominee Director) is a nominee director of IDBI Bank Limited on the Company’s Board. Mr. Sandeep Kumar Gupta (Non-Executive - Nominee Director) is a nominee director of Indian Bank Limited on the Company’s Board. The employment of Mr. Padmanabhan Iyer (Managing Director, Global CEO, and CFO) will stand transferred to the Azentio Group upon the completion of the transaction. Other than the above, 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 the Notice.
11. The Board recommends to the members passing of these resolution as special resolution, through Postal Ballot.

By order of the Board
For 3i Infotech Limited

Place: Navi Mumbai
Date: January 22, 2021

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

NOTICE OF POSTAL BALLOT

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

Dear shareholder(s),

Notice of postal ballot ("**Notice**") is hereby given pursuant to the provisions of Section 55 of the Companies Act, 2013 ("**Act**") read with Rule 9(6) of the Companies (Share Capital and Debentures) Rules, 2014 and Section 48 of the Act, Section 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment(s), statutory modification(s) and/ or re-enactment thereof for the time being in force) ("**Rules**") and such other applicable laws and regulations, that the resolution annexed hereunder is proposed to be passed by the holders of the 0.10% Class B non-convertible redeemable preference shares of the Company ("**NCPS Shareholders**") by way of postal ballot including through electronic voting ("**e-voting**"). The Explanatory Statement pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed resolution is appended below for consideration of the shareholders. As per Rule 22 of the Companies (Management and Administration) Rules, 2014, variation in the rights attached to a class of shares or debentures or other securities as specified under Section 48 should only be transacted by means of voting through postal ballot.

Due to COVID-19 outbreak, the Ministry of Corporate Affairs, Government of India ("**MCA**") vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 ("**MCA Circulars**") has prescribed the process for convening of extraordinary general meetings and passing of resolutions through postal ballot till June 30, 2021 or till such further orders, whichever is earlier. Pursuant to the said MCA Circulars, companies have been advised to adhere to the social distancing norms laid down by the Government of India and take all decisions which require the approval of the shareholders, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act till June 30, 2021 or till further orders, whichever is earlier. The MCA Circulars further provide that on account of difficulties faced by the companies in dispatch of physical postal ballot notice to the shareholders during the lockdown, the communication of assent / dissent of the shareholders in the postal ballot will take place only through e-voting. The requirements provided under Rule 20 of the Rules relating to e-voting shall be applicable *mutatis mutandis* for passing of resolutions through postal ballot.

This Notice is accordingly being issued in compliance with the said MCA Circulars. This Notice will only be sent through email to all the NCPS Shareholders who have registered their email addresses with the Company or depository / depository participants and the physical Notice (along with postal ballot forms) and pre-paid business envelope through post will not be sent to the NCPS Shareholders for this postal ballot. The communication of assent / dissent of the NCPS Shareholders will take place only through the e-voting system.



For voting through electronic means as per the facilities arranged by the Company, NCPS Shareholders are requested to read the instructions in the Notes under the section 'Voting through Electronic Means' of this Notice.

The Company has, in compliance with Rule 22(5) of the Rules, appointed Mr. Avinash Bagul, Partner, BNP & Associates, or failing him, Mr. K. Venkataraman, Associate Partner, BNP & Associates, Practicing Company Secretaries, as Scrutinizer for conducting the postal ballot in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company or in his absence to any other person authorised by the Chairman. The result of the postal ballot will be announced on Tuesday, March 2, 2021 at 5:00 p.m. and will be displayed at the Company's website www.3i-infotech.com, besides communicating to the stock exchanges and depositories. The last date for receipt of votes vide e-voting i.e., Sunday, February 28, 2021 shall be deemed to be the date of passing of the resolutions, if passed by requisite majority in accordance with Secretarial Standard-2 on General Meetings.

RESOLUTION

Item no. 1 – Approval for alteration of the terms and conditions and redemption of 0.10% Non-Convertible Redeemable Preference Shares (“NCPS”) 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 55 of the Companies Act, 2013 (“Act”) read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 and Section 48 of the Act, and other applicable provisions, if any, (including any statutory modification or re-enactment thereof, for the time being in force), the enabling provisions in the Articles of Association of the Company, and all other provisions of all other applicable laws, and subject to such approvals, sanctions, consents, registrations and permissions, as may be required, and notwithstanding anything to the contrary contained in any agreement, contract, or any other document executed prior to the date hereof, and subject to consummation of the sale of the software product business of the Company to Azentio Software Private Limited, India in the manner contemplated under the Business Transfer Agreement dated 28 December 2020 executed between the Company and Azentio Software Private Limited, India, with effect from the date hereof the following provisions shall be inserted in the terms and conditions of all Class A NCPS of the Company and Class B NCPS of the Company:

If Closing Date as defined under the Business Transfer Agreement dated 28 December 2020 executed between the Company and Azentio Software Private Limited, India occurs, then, notwithstanding anything to the contrary contained in any agreement, contract, or any other document executed prior to the date hereof (including the terms and conditions of the Class A NCPS or Class B NCPS):

- (a) *the face value of each Class A NCPS and each Class B NCPS shall automatically stand reduced to Rs.3.08440654 or such lower amount agreed in writing between the Company and the relevant holder NCPS (such face value being the “Revised Face Value”);*
- (b) *each Class A NCPS and each Class B NCPS shall be redeemed by the Company at the Revised Face Value, without any premium, on or before 30 June 2021, or such other date as may be agreed in writing between the Company and the relevant holder of NCPS (such date being the “Revised Redemption Date”); and*
- (c) *if the Company fails to redeem any Class A NCPS or Class B NCPS by the Revised Redemption Date due to reasons attributable to the Company, the Revised Face Value of each Class A NCPS or Class B NCPS that remains unredeemed on the Revised Redemption Date shall automatically stand*



increased to Rs.5 with effect from the date immediately following the Revised Redemption Date, unless otherwise agreed in writing between the Company and holders of the relevant NCPS.

RESOLVED FURTHER THAT for the purposes of giving effect to the aforesaid resolutions, the Board be and are hereby authorised, to do all such acts, matters, deeds and things and to take all such steps and to do all such things and give all such directions, as may be necessary, expedient or desirable in connection therewith, including but not limited to taking such actions or give such directions as may be necessary or desirable and settling any questions or difficulties that may arise, for altering the terms of and redeeming the NCPS.

RESOLVED FURTHER THAT, the Board be and is hereby authorised to delegate all or any of the powers or authorities herein conferred by this resolution, to any Director(s) or to any other official of the Company or to any Committee of Directors or any other Officer(s)/ Authorized Representative(s) of the Company or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this resolution.”

By order of the Board
For 3i Infotech Limited

Registered Office:

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

Sd/-
Rajeev Limaye
Company Secretary

Place: Navi Mumbai
Date: January 22, 2021

Notes:

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

1. General instructions for accessing and participating in the Postal Ballot and voting through electronic means:

- a) In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular no. 39/2020 dated December 31, 2020 read with circulars dated September 28, 2020, 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 Extraordinary General Meetings (EGM) through the mechanism of postal ballot, without physical presence of the Shareholders at a common venue, subject to compliance of various conditions mentioned therein. In compliance with the provisions of the Companies Act, 2013 (the “Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), the approval of the Preference Shareholders for the abovementioned resolution is sought through postal ballot.
- b) The Postal Ballot Notice is being sent to all the Preference Shareholders whose names appear in the Register of Preference Shareholders /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, January 8, 2021.
- c) The voting rights of the Preference Shareholders shall be in proportion to their shares in the total paid-up equity share capital of the Company as on the cut-off date i.e. Friday, January 8, 2021. Any



recipient of the Postal Ballot Notice who was not a Preference Shareholder of the Company as on the cut-off date should treat this Postal Ballot Notice for information purpose only.

- d) Preference Shareholders are informed that in case of joint holders, only such joint holder whose name stands first in the Register of Preference Shareholders 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.
- e) In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those Preference Shareholders whose e-mail addresses are registered with the Company/Depositories. Preference Shareholders may please note that the Postal Ballot Notice will also be available on the Company’s website at www.3i-infotech.com and websites of stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
- f) 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 has provided the facility to the Preference Shareholders to exercise their votes electronically to vote on the resolution through the e-voting service facility arranged by NSDL. The instructions for e-voting are provided as part of this Postal Ballot Notice.
- g) The relevant documents referred to in the Postal Ballot notice and the explanatory statement shall be available for inspection at the Registered Office of the Company for inspection by the Preference Shareholders on all working days between 10:00 A.M. (IST) to 1:00 P.M. (IST), from the date of dispatch of the Notice up to the last date e-voting, i.e. Sunday, February 28, 2021.
- h) Institutional Preference Shareholders (i.e. other than individuals, HUF`s, NRI`s 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.
- i) 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.
- j) 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.
- k) To prevent fraudulent transactions, Preference Shareholders are advised to exercise due diligence and notify the Company of any change in address or demise of any Preference Shareholder as soon as possible. Preference Shareholders 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.



- l) Resolutions passed by the Preference Shareholders through Postal Ballot are deemed to have been passed as if they have been passed at the Meeting of the Preference Shareholders.

2. Instructions for Preference Shareholders for e-voting are as under:

- a) The e-voting period will commence at 9:00 am (IST) on Wednesday, January 27, 2021 and end at 5:00 pm (IST) on February 28, 2021. During this period, Preference Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, January 8, 2021 may cast their vote by e-voting. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Preference Shareholder, the Preference Shareholder shall not be allowed to change it subsequently.
- b) 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 115536 then user ID is 115536001***

- 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.



- c) 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 1020 990 and 1800 22 44 30 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 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.

Process for those Preference Shareholders 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:

Due to COVID-19 pandemic and in terms of MCA Circulars, the Postal Ballot Notice is being sent to the Preference Shareholders through electronic form only and had copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the Preference Shareholders for this Postal Ballot.

The Postal Ballot Notice is being sent to the Preference 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 Preference Shareholders whose e-mail addresses are not so registered, may follow the following procedure:

- Those Preference Shareholders, who hold shares in physical form and who have not registered their email address with the Company and who wish to cast their vote through e-voting, 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 Preference Shareholder as registered with the Company to the email address of the Company investors@3i-infotech.com.
- In case shares are held in demat mode and email address is not registered, such Preference Shareholders 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND SECTION 110 OF THE COMPANIES ACT, 2013

1. The Company has issued and allotted three classes of non-convertible preference shares ("NCPS") in the manner as described hereinbelow:
 - 1.1. On 31 March 2003, the company had issued and allotted a total of 30,00,00,000, 6.35% cumulative redeemable preference shares of INR 5 (Indian Rupees Five) each ("Class A NCPS"). On 28 June 2005, the Company, redeemed 10,00,00,000 Class A NCPS of INR 5 (Indian Rupees Five) each aggregating to INR 50,00,00,000 (Indian Rupees Fifty crore). Subsequently, in terms of letter of approval dated March 29, 2012 issued by the Corporate Debt Restructuring Cell, the Company issued 1,79,00,000 equity shares having face value of INR 10 (Indian Rupees Ten) each to ICICI Bank Limited against conversion of the 7,00,00,000 Class A NCPS held by it in the Company, such that currently 13,00,00,000 Class A NCPS are in existence as on date. Further, due to insufficiency of liquid surplus and losses incurred by the Company, the Company effected roll over / extensions and/or conversion in respect of the Class A NCPS remaining outstanding as on 31 March 2012, as



agreed with the holders of such Class A NCPS and in compliance with provisions of applicable law. Furthermore, the rate of dividend for the Class A NCPS was reduced from 6.35% to 0.01%.

- 1.2. Subsequently, in the financial year 2016-17, for the purpose of further restructuring the Company's debts under a comprehensive Debt Realignment Scheme ("**DRS**"), the Company *inter alia*:
 - (a) converted 35% of the principal amount of debt into non-convertible redeemable preference shares ("**NCPS**") of face value INR 5 (Indian Rupees Five) each at par ("**Class B NCPS**") redeemable on 15 March 2026 and carrying a dividend of 0.10% p.a.; and
 - (b) converted of 40% of the principal amount of debt into equity shares of the Company at face value. Further, under the terms of the DRS, if a lender was not in a position to subscribe to the equity shares of the Company due to regulatory constraints or otherwise, then they had the option, subject to necessary approvals, to subscribe to the non-convertible redeemable preference shares of face value INR 1 (Indian Rupee One) each with premium of INR 4 (Indian Rupees Four) each carrying a dividend of 0.10% p.a. and redeemable on 15 March 2026 ("**Class C NCPS**"). However, as on date, the Company has not issued any Class C NCPS.
2. As mandated under the Master Restructuring Agreement dated 30 March 2012, the Company and its subsidiaries have been evaluating various options for a viable restructuring to reduce its debt position, including sale/monetization of its global products business, along with the respective assets and liabilities (including employees, contracts, intellectual property, etc.). In this regard, as discussed during the joint lenders meeting on 29 December 2020, the Company has executed definitive agreements for transfer, sale, assignment and delivery of: (A) the software product business (being the business of designing, developing, owning, customizing, implementing, upgrading, marketing, distributing, licensing, servicing and maintaining software products relating to the banking, enterprise resource planning (ERP), insurance, anti-money laundering and investment management sectors) ("**Product Business**") along with the respective assets and liabilities (including employees, contracts, intellectual property, etc.) carried on by the Company or its subsidiaries in India and across the world to Azentio Software Private Limited, India, Azentio Software Private Limited, Singapore ("**Azentio Singapore**") and Azentio Singapore's subsidiaries in the relevant jurisdictions, as a going concern and on a slump sale basis, on an "as is where is" basis (as defined under section 2(42C) of the Income Tax Act, 1961) without values being assigned to individual assets and liabilities; and (B) the Company's intellectual property rights relating solely to the Product Business outside India, on an "as is where is" basis; for an aggregate consideration of INR 1,000,20,00,000 (Indian Rupees One Thousand crores twenty lakhs), subject to adjustments, if any ("**Transfer Consideration**").
3. The Company proposes to utilise the Transfer Consideration *inter alia* in the following manner, such that the Company becomes debt free:
 - 3.1. INR 266,74,70,888 towards settlement of term loans outstanding to the lenders as on 31 January 2021;
 - 3.2. settlement of the Class A NCPS at its net present value ("**NPV**") of INR 40,09,72,850 as on 31 January 2021;
 - 3.3. settlement of the Class B NCPS at its NPV of INR 393,42,27,150 as on 31 January 2021; and
 - 3.4. settlement of outstanding foreign currency convertible debentures of USD 15,929,833.
4. Upon the effectiveness of this resolution, the total amounts payable to each NCPS holder in consideration for the redemption of all of the NCPS held by them, on or before the Revised Redemption Date, is as set out below:

4.1. **Class A NCPS**

NAME OF THE NCPS HOLDER	TOTAL AMOUNTS PAYABLE (INR)
IDBI Trusteeship Services Limited (trustee for (ICICI Strategic Investments Fund))	40,09,72,850

4.2. **Class B NCPS**

NAME OF THE NCPS HOLDER	TOTAL AMOUNTS PAYABLE (INR)
Indian Bank (pursuant to Merger of Allahabad Bank with Indian Bank)	165,558,606
Axis Bank Limited	103,255,549
Bank of Baroda	11,365,421
Bank of India	67,054,999
Canara Bank-Mumbai	154,525,683
Central Bank of India	20,623,776
DBS Bank Limited	161,781,799
Export Import Bank of India	86,624,343
HDFC Bank Limited	91,955,412
SREI Multiple Asset Investment Trust	1,372,506,042
SREI Multiple Asset Investment Trust - Vision India Fund (pursuant to transfer of Class B NCPS transferred by Srei Equipment Finance Limited)	66,240,715
IDBI Bank Limited	557,485,209
The Jammu & Kashmir Bank Ltd.	61,469,137
L&T Finance Limited	12,019,790
Punjab National Bank (Pursuant to Merger of Oriental Bank of Commerce and United Bank of India with Punjab National Bank)	98,166,234
RBL Bank Limited (formerly The Ratnakar Bank Limited)	37,010,071
Reliance Commercial Finance Limited	129,048,485
Standard Chartered Bank	584,513,114
Yes Bank Limited	61,225,053
Kotak Mahindra Bank Limited	15,567,000
OPC Asset Solutions Private Limited	8,920,154
Rentworks India Private Limited	25,035,680
DCB Bank Limited (formerly Development Credit Bank Limited)	42,274,876
TOTAL	3,934,227,150

4.3. **Class C NCPS**

NAME OF THE NCPS HOLDER	TOTAL AMOUNTS PAYABLE (INR)
None	0



5. Under Section 55 of the Companies Act, 2013 ("Act"), a company can redeem NCPS only from profits which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purposes of such redemption. If profits of the Company are not sufficient to redeem all NCPS issued by the Company, all or some of the NCPS holders may agree in writing with the Company to redeem NCPS held by them at a lower face value, which shall in no event be higher than Rs. 3.08440654.
6. The Company shall:
 - 6.1. redeem Class A NCPS and Class B NCPS by the NCPS holders who have consented to a reduction in face value in accordance with Paragraphs 5 and 5 above, at the lower face value agreed in writing between such NCPS holders and the Company; and
 - 6.2. redeem Class A NCPS and Class B NCPS by the NCPS holders who have not consented to redeem the NCPS held by them, at Rs. 3.08440654 per NCPS;
7. In the event, in the case of any NCPS holder, there is a shortfall in the amount payable as indicated in Paragraph 4 and the amounts actually paid to such NCPS holders in accordance with Paragraph 6, an amount not exceeding such shortfall shall be paid to only such NCPS holders in whose respect there is such a shortfall, as recompense contemplated under the restructuring documents.
8. The documents referred to in the Postal Ballot Notice and Explanatory Statement will be available at the Registered Office of the Company for inspection by the NCPS Shareholders on all working days between 10:00 A.M. (IST) to 1:00 P.M. (IST), from the date of dispatch of the Notice up to the last date of receipt of e-voting, i.e., Sunday, February 28, 2021.
9. In terms of Section 48 and Section 55 of the Companies Act, 2013 ("Act"), read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof, for the time being in force) a company shall not, except with the consent of the members by way of a special resolution and the consent of the concerned class of shareholders, vary the rights of any class of shareholders of a company. Since the proposed redemption of the Class A NCPS and the Class B NCPS involves variation of the terms and conditions of the Class A NCPS and the Class B NCPS, and affects the rights of other class of shareholders, approval of each class of NCPS holders is being sought separately under Section 48 and all other applicable laws is being sought.
10. Mr. Rajeev Kumar Sinha (Non-Executive - Nominee Director) is a nominee director of IDBI Bank Limited on the Company's Board. Mr. Sandeep Kumar Gupta (Non-Executive - Nominee Director) is a nominee director of Indian Bank Limited on the Company's Board. The employment of Mr. Padmanabhan Iyer (Managing Director, Global CEO, and CFO) will stand transferred to the Azentio Group upon the completion of the transaction. Other than the above, 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 the Notice.
11. The Board recommends to the members passing of these resolution as special resolution, through Postal Ballot.

By order of the Board
For 3i Infotech Limited

Place: Navi Mumbai
Date: January 22, 2021

Sd/-
Rajeev Limaye
Company Secretary