3i Infotech®
LIMITLESS EXCELLENCE

Date: February 23, 2022

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: 3IINFOLTD

Dear Sir/Madam,

Sub: Postal Ballot Notice

We enclose herewith a copy of the Postal Ballot Notice dated February 9, 2022 along with explanatory statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 ("Postal Ballot Notice") which is being sent to the Members of the Company towards seeking their approval on the resolutions as set out therein.

In accordance with the circulars of the Ministry of Corporate Affairs, the Postal Ballot Notice is being sent only via email to all the shareholders who have registered their email addresses with the Company or depositories/ depository participants and whose names appear in the register of members/list of beneficial owners as received from the depositories as on Friday, February 18, 2022 ("cut- off date").

The Company has engaged the services of National Securities Depository Limited ("NSDL") for the purpose of providing remote e-voting facility to all its Members. Voting on the postal ballot will take place only through the remote e-voting system of NSDL.

Remote e-voting will commence from Saturday, February 26, 2022, (9:00 A.M. IST) and shall end on Sunday, March 27, 2022 (5:00 P.M. IST) (both days inclusive). The result of the postal ballot will be announced before 5:00 p.m. (IST) on or before Tuesday, March 29, 2022.

A copy of the Postal Ballot Notice will also be made available on the website of the Company i.e. https://www.3i-infotech.com/ and on the website of NSDL i.e. https://www.evoting.nsdl.com/.

This is for your information and records.

Thanking you,

Yours faithfully,

For **3i Infotech Limited**

VARIKA RASTOGI

Digitally signed by VARIKA RASTOGI
DN: c=IN, o=Personal, postalCode=400705, st=MAHARASHTRA, serialNumber=a9dfde58ff2746b54e338d27a95b35bc5fb567b399673c246f41d6ce2d3bcb62, cn=VARIKA RASTOGI
Date: 2022.02.23 10:36:03 +05'30'

Varika Rastogi
Company Secretary

Encl: As above

3i Infotech Limited
Corporate Identification Number (CIN): L67120MH1993PLC074411
Registered Office: Tower # 5, 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 Member(s),

Notice of postal ballot ("**Notice**") is hereby given to the Member(s) of 3i Infotech Limited (the "Company") pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any amendment(s), statutory modification(s) and/ or re-enactment thereof for the time being in force) ("**Rules**") and pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR**") and such other applicable laws and regulations, that the resolutions annexed hereunder are proposed to be passed by the members of the Company ("**Members**") by way of postal ballot including through remote electronic voting ("**e-voting**"). The Explanatory Statement pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed resolutions are appended below for consideration of the Members.

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, General Circular No. 39/2020 dated December 31, 2020, General Circular No.10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 ("**MCA Circulars**") has prescribed the process for convening of extraordinary general meetings and passing of resolutions through postal ballot till June 30, 2022 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 members, 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, 2022 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 Members during the lockdown, the communication of assent / dissent of the Members 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 Members 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 Members for this postal ballot. The communication of assent/ dissent of the Members will take place only through the remote e-voting system.

For voting through electronic means as per the facilities arranged by the Company, Members 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 or Company Secretary of the Company . The result of the postal ballot will be announced before 5:00 p.m. (IST) on or before Tuesday, March 29, 2022 and will be displayed on the Company's website www.3i-infotech.com besides being communicated to the stock exchanges and National Securities Depository Limited (NSDL). The last date for receipt of votes vide e-voting i.e., Sunday, March 27, 2022 will 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.

RESOLUTIONS

SPECIAL BUSINESS

Item no. 1:
Appointment of Mr. Sriram Venkataramanan (DIN:03631606) as a Non-Executive Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT subject to provisions of Sections 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (the **"Act"**) and the rules issued thereunder, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, including the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR**") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendations of the Nomination & Remuneration Committee and that of the Board of Directors thereof, Mr. Sriram Venkataramanan (DIN:03631606), who was appointed as an Additional Director (designated as Non-Executive Director) effective January 13, 2022 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of the Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

FURTHER RESOLVED THAT Mr. Thompson Gnanam, Managing Director & Global CEO and Mrs. Varika Rastogi, Company Secretary of the Company be and are hereby severally authorized to do the necessary filings with the Registrar of Companies, prepare certified true copies of the aforementioned resolution and issue such certified copies to any person, entity or governmental authority and to do all such acts, deeds and things as may be required to give effect to the above resolution."

Item no. 2:
Appointment of Dr. Aruna Sharma (DIN:06515361) as a Non-Executive Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT subject to provisions of Sections 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (the **"Act"**) and the rules issued thereunder, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, including the Companies (Appointment and Qualification

of Directors) Rules, 2014, as amended from time to time, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR**") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendations of the Nomination & Remuneration Committee and that of the Board of Directors thereof, Dr. Aruna Sharma (DIN:06515361), who was appointed as an Additional Director (designated as Non-Executive Director) effective February 1, 2022 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of the Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

FURTHER RESOLVED THAT Mr. Thompson Gnanam, Managing Director & Global CEO and Mrs. Varika Rastogi, Company Secretary of the Company be and are hereby severally authorized to do the necessary filings with the Registrar of Companies, prepare certified true copies of the aforementioned resolution and issue such certified copies to any person, entity or governmental authority and to do all such acts, deeds and things as may be required to give effect to the above resolution."

Item no. 3:

To make investments, acquire by way of subscription, purchase or otherwise the securities of any other body corporate, give loans, guarantees and securities in excess of the limits specified under Section 186 of the Companies Act, 2013

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

"**RESOLVED THAT** in supersession of all earlier resolutions passed by the shareholders in this regard and pursuant to the provisions of Section 186 of the Companies Act, 2013 (the "Act") read with relevant rules made thereunder and any other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to provisions of Memorandum and Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby granted to the Board of Directors of the Company (hereinafter referred to as the "Board" which shall include any committee thereof) for: i) giving loans to any person or other body corporate; ii) giving of guarantee or providing security in connection with a loan to any other body corporate or person; and iii) acquiring whether by way of subscription, purchase or otherwise, the securities including equity shares, preference shares, debentures, etc. of any other body corporate or any other kind of instruments whether convertible or not of any other body corporate, as the Board may in their discretion, and in consultation with the audit committee of the Board, deem beneficial and in the interest of the Company, for an amount not exceeding INR 200,00,00,000 (Indian Rupees Two Hundred Crore) in addition to the existing amounts of net investments/loans/guarantees and securities made by the Company as on March 31, 2021 aggregating to INR 1260.53 crores (of which INR 1219.70 crores represents investments in wholly owned subsidiaries and INR 40.83 crores represents loans given to step-down wholly owned subsidiary) such that the aggregate outstanding in respect of i), ii), and iii) shall not, at any time, exceed a sum of INR 1461,00,00,000 (Indian Rupees One Thousand Four Hundred Sixty One Crore) notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee is given along with the investments, loans, guarantee proposed to be made or given by the Board may exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more."

FURTHER RESOLVED THAT the Board be and is hereby authorized to decide, from time to time, the amounts to be invested, loans/ guarantees to be given and securities to be provided to any person and / or bodies corporate within the above mentioned limits, finalize terms and conditions, execute necessary documents, delegate all or any of these powers to any sub-committee/ director(s) /officer(s) of the Company, settle any question, difficulty or doubt that may arise in this regard and to do all acts, deeds and things which it considers proper for giving effect to this resolution.

FURTHER RESOLVED THAT the Board be and is hereby authorized to finalize and execute all contracts, documents, writings and to do all such acts, deeds and things in this connection and incidental thereto as they may in their absolute discretion deem fit to give effect to this resolution."

By the Order of the Board
For **3i Infotech Limited**

Registered Office:
Tower # 5, International Infotech Park,
Vashi, Navi Mumbai - 400 703

Sd/-
Varika Rastogi
Company Secretary

Place: Navi Mumbai
Date: February 9, 2022

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 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. 20/2021 dated December 8, 2021 read with circulars dated June 23, 2021, December 31, 2020, September 28, 2020, June 15, 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 Members 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 Members for the abovementioned resolutions is sought through postal ballot.

   b) The Postal Ballot Notice is being sent to all the Members whose names appear in the Register of Members/statements of beneficial ownership maintained by the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the close of business hours on Friday, February 18, 2022.

   c) The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on the cut-off date i.e. Friday, February 18, 2022. Any recipient of

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

d) Members are informed that in case of joint holders, 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.

e) In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members 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 Sections 110 and 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 Members to exercise their votes electronically to vote on the resolutions 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 Company's website: www.3i-infotech.com from the date of dispatch of the Notice up to the last date of e-voting i.e. Sunday, March 27, 2022.

h) 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.

i) Institutional Members (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.

j) 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.

k) 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.

l) 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.

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

a) The e-voting period will commence at 9:00 am (IST) on Saturday, February 26, 2022 and end at 5:00 pm (IST) on Sunday, March 27, 2022. 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., Friday, February 18, 2022 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 Member, the Member 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: Access to NSDL e-Voting System
   a) Log-in method for e-voting for Individual shareholders holding securities in demat mode;
   b) Login Method for Shareholders other than Individual Shareholders holding Securities in demat mode and Shareholders holding securities in physical mode.

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

Details on Step 1 are mentioned below:

A) Login Method for e-voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. If you are already registered for **NSDL IDeAS facility**, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the **"Beneficial Owner"** icon under "Login" which is available under **"IDeAS"** section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or **e-Voting service provider - NSDL** and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS"** Portal or click at

	https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or **e-Voting service provider - NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest, the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or **e-Voting service provider-NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve user ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for Shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 116873 then user ID is 116873001***

V. Password details for shareholders other than Individual shareholders 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 all the companies "EVEN" in which you are holding shares and whose voting cycle.

II. Select "EVEN" of company for which you wish to cast your vote during the remote e-voting period.

III. Now you are ready for e-voting as the Voting page opens.

IV. 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.

V. Upon confirmation, the message "Vote cast successfully" will be displayed.

VI. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

VII. 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 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 ID: evoting@nsdl.co.in who will also address the grievances connected with the voting by electronic means.

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:

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

The Postal Ballot Notice 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:

- In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors@3i-infotech.com.
- In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (investors@3i-infotech.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for individual shareholders holding securities in demat mode**.
- Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Explanatory Statement in respect of Special Businesses

(Pursuant to Section 102 and Section 110 of the Companies Act, 2013)

Item No. 1

Based on recommendation of Nomination and Remuneration Committee, Mr. Sriram Venkataramanan (Mr. Sriram V.) was appointed as an Additional Director (designated as Non-Executive Director) by the Board of Directors of the Company with effect from January 13, 2022 pursuant to Section 161 of the Companies Act, 2013 (the "Act") and in accordance with the Articles of Association of the Company.

A brief profile of Mr. Sriram V. is given separately in Annexure to this Notice.

As per Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), effective January 1, 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Keeping in view the above-mentioned regulatory requirement and his experience and expertise, the Board of Directors of the Company recommend his appointment as Non-Executive Director on the Board of the Company as per provisions of Regulation 17 (11) of SEBI LODR and approval from the Members is sought for the appointment of Mr. Sriram V. as a Non-Executive Director pursuant to Sections 152, 161 and other applicable provisions of the Act and the rules made thereunder (including any statutory modifications or re-enactments thereof). Once appointed, Mr. Sriram V. shall be liable to retire by rotation pursuant to Section 152 of the Act.

Mr. Sriram V. had 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. The Company has also received a notice in writing under the provisions of Section 160 of the Act from a Member proposing the candidature of Mr. Sriram V. for the office of Director. 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.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the resolution as set out in item no. 1 of the Notice for approval of the Members of the Company by way of an Ordinary Resolution.

Except Mr. Sriram V., being the appointee, or 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. 1 of the Notice.

Additional information in respect of Mr. Sriram V. 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. 2

Based on recommendations of the Nomination and Remuneration Committee, Dr. Aruna Sharma was appointed as an Additional Director (designated as Non-Executive Director) by the Board of Directors of the Company with effect from February 1, 2022 pursuant to Section 161 of the Companies Act, 2013 (the "Act") and in accordance with the Articles of Association of the Company.

A brief profile of Dr. Aruna Sharma is given separately in Annexure to this Notice.

As per Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), effective January 1, 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Keeping in view the above-mentioned regulatory requirement and her experience and expertise, the Board of Directors of the Company recommend her appointment as Non-Executive Director on the Board of the Company as per provisions of Regulation 17 (11) of SEBI LODR and approval from the Members is sought for the appointment of Dr. Aruna Sharma as a Non-Executive Director pursuant to Sections 152, 161 and other applicable provisions of the Act and the rules made thereunder (including any statutory modifications or re-enactments thereof). Once appointed, Dr. Aruna Sharma shall be liable to retire by rotation pursuant to Section 152 of the Act.

Dr. Aruna Sharma had provided her consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and a declaration confirming that she is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act, prior to her appointment by the Board of Directors of the Company. The Company has also received a notice in writing under the provisions of Section 160 of the Act from a Member proposing the candidature of Dr. Aruna Sharma for the office of Director. Hence, in the opinion of the Board, she fulfills the conditions specified in the Act and the rules made thereunder and also under SEBI LODR for appointment as a Non-Executive Director.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the resolution as set out in item no. 2 of the Notice for approval of the Members of the Company by way of an Ordinary Resolution.

Except Dr. Aruna Sharma, being the 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. 2 of the Notice.

Additional information in respect of Dr. Aruna Sharma 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. 3

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provide that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the

securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

Further, sub-Section (3) of Section 186 provides that where the giving of any loan or guarantee or providing any security or the acquisition of securities of any body corporate as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members is required to be taken by means of a Special Resolution, provided however that where a loan or guarantee is given or where a security has been provided by a company to its wholly owned subsidiary company or a joint venture company, or acquisition is made by a holding company, by way of subscription, purchase or otherwise of, the securities of its wholly owned subsidiary company, the requirement of this sub-section shall not apply.

Pursuant to sale of Products Business of the Company as a going concern on a slump sale basis, the Company is exploring various options for foraying into new business areas for achieving sustainable and profitable growth for the residual services business. To empower these initiatives and avail of market opportunities, the Company might enter into strategic partnership and make strategic investment in next-gen technology start-ups.

Based on audited financial statements for the financial year ended on March 31, 2021, the limit available to the Company for making investments, and granting loans and guarantees under Section 186 was INR 576.30 crores. The net aggregate of investments/loans/guarantees and securities made by the Company as on March 31, 2021, (i) is INR 40.83 crores, being loans given to a step-down wholly owned subsidiary of the Company; and (ii) is INR 1219.70 crores, being investment in entities which are wholly owned subsidiaries of the Company, aggregating to total investments of INR 1260.53 crores.

The Company is yet to make investments in companies that are not wholly owned subsidiaries of the Company, in excess of the limits set out in Section 186 of the Act. However, given that the Company has already invested INR 1219.70 crores in its wholly owned subsidiaries, absent an increase in the limits by the Members, the Company is unable to make any additional investments in companies that are not wholly owned subsidiaries of the Company, and is, under Section 186(3) of the Act, only permitted to make additional investments in wholly owned subsidiaries.

In light of this, the Company seeks approval from the Members for increasing its investments limits under Section 186. This will enable the Company to make additional investments to the tune of INR 200 crores, which may be in companies that are not wholly owned subsidiaries of the Company.

In view of the above and considering long-term business plans of the Company, prior approval of the Members is being sought for: i) giving loans to any person or other body corporate; ii) giving of guarantee or providing security in connection with a loan to any other body corporate or person; and iii) acquiring whether by way of subscription, purchase or otherwise, the securities including equity shares, preference shares, debentures, etc. of any other body corporate or any other kind of instruments whether convertible or not of any other body corporate, as the Board may in their discretion, and in consultation with the audit committee of the Board, deem beneficial and in the interest of the Company, for an amount not exceeding INR 200 crores over and above the aggregate of the existing investments/loans/guarantees and securities of INR 1260.53 crores made

by the Company as on March 31, 2021 as detailed above, such that the aggregate outstanding in respect of such loans, guarantees, security or securities shall not, at any time in future, exceed INR 1461 crores.

The Directors recommend the Special Resolution as set out at Item No. 3 of the Notice for Members' approval. None of the Directors/ Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the resolutions set out in the Item No. 3.

By Order of the Board

Sd/-
Varika Rastogi
Company Secretary

Place: Navi Mumbai
Date: February 9, 2022

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. Sriram Venkataramanan**	**Dr. Aruna Sharma**
Age	64 years	63 years
Qualification	As mentioned in Annexure to Notice.	As mentioned in Annexure to Notice.
Experience	As mentioned in Annexure to Notice.	As mentioned in Annexure to Notice.
Date of first appointment on the Board of Directors	January 13, 2022	February 1, 2022
Relationship with other Directors, Manager and Other Key Managerial Personnel of the Company	None	None
Expertise in specific functional Area	As mentioned in Annexure to Notice.	As mentioned in Annexure to Notice.
Brief Resume of the Director	As mentioned in Annexure to Notice.	As mentioned in Annexure to Notice.
Other Directorships, Membership/ Chairmanship of Committees of other Boards	None	1.Welspun Enterprises Limited a)Audit Committee- Member b)Stakeholders' Relationship Committee – Chairperson and c)Corporate Social Responsibility Committee - Chairperson 2.Arjas Steel Private Limited 3.Welspun Road Infra Private Limited 4.Welspun Aunta-Simaria Project Private Limited 5.Iquippo Services Limited
Disclosure of relationships between Directors inter-se	None	None. Dr. Aruna Sharma is an Independent Director of Iquippo Services Limited. Mr. Avtar Singh Monga, Independent Director of the Company, is also a director of Iquippo Services Limited.
Number of shares held in the Company as on date of this Notice	Nil	Nil
Details of remuneration last drawn	Not applicable	Not applicable
Details of remuneration sought to be paid	Apart from the reimbursement of expenditure incurred for attending meetings of the Board and committees as applicable and sitting fees payable in accordance with the	Apart from the reimbursement of expenditure incurred for attending meetings of the Board and committees as applicable and sitting fees payable in accordance with the Company's

	Company's policies, no other remuneration will be paid by the Company to Mr. Sriram V. (if appointed as Non-Executive Director of the Company).	policies, no other remuneration will be paid by the Company to Dr. Aruna Sharma (if appointed as Non-Executive Director of the Company).
Terms and conditions of appointment or re-appointment	Appointment as Non-Executive Director liable to retire by rotation.	Appointment as Non-Executive Director liable to retire by rotation.
Number of Board Meetings attended during the year	1	1

Annexure

Brief profile of Directors seeking appointment by way of this Postal Ballot Notice

Mr. Sriram Venkataramanan (DIN:0363160)

Mr. Sriram V. has been with IT/ITES industry for nearly 4 decades. He has worked in various leadership positions for over 20 years such as Global VP HP Services based out of the USA, VP HP Shared Services Centres in India, VP IT Services CGI, Director - HP BPO Asia-Pacific Japan, GM Operations HP India S/W Operations to name a few.

He has a rich, multi-faceted experience covering most IT domains such as Customer support, Business development, Server/PC and Printer manufacturing, S/W operations, IT Infrastructure management and BPO/Shared services delivery. He has proven expertise in M&A and JV, Organizational restructuring & transformation, Strategy & Planning, execution excellence through Process management & Lean 6 sigma.

He has provided leadership in six business startups and in scaling them up. He had been associated with companies including CMC Limited, PCL, Trigyn Technologies, CGI, HewlettPackard and DXC Technologies.

An Employee champion with strong belief that a happy employee ensures delighted customers, consistently achieved high employee & Customer satisfaction scores, "Back to where you belong" program for women employees returning from maternity leave. He is a Practitioner with personal values of authenticity, speed and agility.

Dr. Aruna Sharma (DIN:06515361)

Dr. Aruna Sharma an Indian Administrative Officer of 1982 batch Madhya Pradesh Cadre retired after her work as Secretary Steel and Information Technology in government of India. She has always focused to have holistic approach and establish system in all her postings for ensuring sustainable quality outcomes. She has books reaching the Last Beneficiary: Resource Convergence Mantra Model (2008) and Impact of Recourse Convergence in Policy Making, Mainstreaming of Resource Convergence in Policy Making Program Design and Execution (2014) released by UNDP. FAO has also published her work on food security. Her latest work is the book U@Game Changer for Inclusive Growth for public representatives. Her article on "The Samagra anti-poverty programme in Madhya Pradesh: Integrating household data, overcoming silo-problems and leaving nobody behind" is published in electronic version and in print will come in April 2021 in Development Policy Review. Her new book Dancing Towards the $5 Trillion Economy on Holistic Beat.

As Secretary Steel, drafted and successfully executed Steel Policy and preferential procurement policy. The GFR amendment set the trend to enhance domestic demand and key to revival of sector. Logistic

improvements were planned and envisaged by getting 'right of way policy' from Railways for slurry pipelines and maximum usage of Sagarmala routes.

At State and Center she has visualized, worked and implemented successful softwares like SAMAGRA (a household wise common data base) used by all the individual and family benefit schemes, now implemented in 8 states, Panch Parmeshwar has made entire working of Panchayat, Block and district for all works executed cash less. This graduated to Priya Soft. The software is real time data of all the receipts and expenditure by the Panchayat irrespective of source of funding. Besides, all receipts and payments are cashless. It generates all the statutory 8 reports required by CAG in auto mode. The Panchayat only has to enter the project estimates, cash book and upload bills and photographs of status of work. It is online on web and any Panchayat can be viewed and monitored. The financial inclusion model involving all kinds of financial institutions to ensure access in 5km radius was developed along with popularizing RuPay card. Besides, envisaged and by coordination developed to have common National Scholarship portal and GeM portal for procurement to list few.

She was Secretary Information Technology and later Secretary Steel in government of India. She was instrumental to bring in holistic approach has visualized and drafted the National Steel Policy 2017 and also clear policy on preference to local manufacture that has enabled complete revival of sector. The amendment to GFR rules by adding the life cycle cost has been the game changer.

She was also Director General Doordarshan where she gave world class coverage to Commonwealth Games 2010 and that set benchmark. Doordarshan channels went up in TRP and revenue generation in her tenure. Her focus of work is also in area of Water Security and enhancing local jobs. Access to preventive health care has been the focus when she worked as Secretary Health and Family Welfare. The focus has been on holistic care in terms of drinking water, sanitation, preventive hygiene and vaccination and access to inpatient. She has been member of National Knowledge Commission on health care and education. Her doctoral work is on psycho-barriers in access to public health care. She has worked extensively with policy makers for revival of mining in Goa and the new draft of proposed mining policy.

She was in 5-member High Level RBI committee on Deepening of Digital Payments constituted by Reserve Bank of India- a report that had immediate execution.

She is Fellow with University of Bath in UK and working on accelerating the success and sustainability of SDGs by resorting to common household data base. She is alumni of Harvard Kennedy School. Her forte is development, core sectors and environment issues. She regularly writes for Financial Express, Economic Times and CNBC 18.

Registered Office:
Tower # 5, International Infotech Park,
Vashi, Navi Mumbai - 400 703

February 9, 2022

By Order of the Board

Sd/-
Varika Rastogi
Company Secretary