3i Infotech

August 12, 2026

BSE Limited	**National Stock Exchange of India Limited**
Phiroze Jeejeebhoy Towers	Exchange Plaza, 5th Floor, Plot No. C-1,
Dalal Street, Fort,	Block G, Bandra Kurla Complex,
Mumbai – 400001	Mumbai – 400051
Security Code: 532628	Scrip code: 3IINFOLTD

Dear Sir/ Madam,

Sub: Outcome of the Board Meeting held on August 12, 2026

This is further to our intimation dated August 5, 2026, regarding Notice of the 33rd Annual General Meeting of the members of the Company scheduled to be held on August 28, 2026 ("**AGM**").

The Company has received Notices pursuant to Section 160 of the Companies Act, 2013 ("**the Act**") from certain member(s) of the Company proposing candidatures for appointment of Non-Executive Directors on the Board of Directors of the Company ("**the Board**") at the ensuing AGM. In addition, the Company has received Special Notice from a member of the Company, pursuant to Section 115 of the Act, for removal of Mr. Umesh Mehta (DIN: 09244647), as a Non-Independent Non-executive Director of the Company, liable to retire by rotation ("**Special Notice**").

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), we wish to inform you that the Board at its meeting held today i.e. August 12, 2026, considered the Notices received from certain members of the Company pursuant to Section 160(1) of the Act, proposing in aggregate 12 (twelve) candidatures for appointment as Non-Executive Directors on the Board of the Company at the ensuing AGM.

The Board considered provisions of Section 149(1) of the Act and Article 122 of the Articles of Association ("**AoA**"), pursuant to which the maximum permissible strength of the Board is 15 (fifteen) Directors.

Accordingly, in the event all 12 (twelve) proposed candidatures were to be elected, the Board's total strength would exceed the aforesaid limit of 15 (fifteen) directors. It would also necessitate appointment of Independent Directors to remain compliant with Regulation 17 of the SEBI Listing Regulations read with Section 149 and other relevant provisions of the Act. Therefore, before taking the candidatures to the shareholders for approval, it is imperative to ensure that the Company does not breach the provisions of the SEBI Listing Regulations, the Act or its AoA. Therefore, amongst other actions, approval of the shareholders by way of special resolution would be required for increasing the maximum number of Directors on the Board in accordance with Section 149(1) of the Act and for making the consequential amendment to Article 122 of the AoA, as may be necessary.

Additionally, after due deliberations and with a view to ensuring comprehensive evaluation of the proposed candidatures in the best interest of members of the Company, and for the members to consider their candidature with relevant information, if any, the Board resolved that all the proposed candidatures received for the position of Non-executive Non-Independent Directors should be considered by the Nomination and Remuneration Committee ("**NRC**") to evaluate whether the proposed candidates satisfy the legal requirements and the "Fit and Proper" criteria, in accordance with the Company's internal policies and procedures.

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The NRC has been requested to complete the evaluation and submit its report to the Board at the earliest. Considering this process and time required to complete this process, this matter cannot be considered at the ensuing AGM. Accordingly, approval of the shareholders for candidatures subject to aforesaid findings and evaluation, will be sought through the postal ballot process or Extraordinary General Meeting, as may be considered appropriate.

Further, the Board has advised the NRC to examine the candidature for appointment of Independent Directors, to ensure that the composition of the Board remains compliant with the Regulation 17 of the SEBI Listing Regulations, considering the event that all 12 (twelve) proposed candidatures may be proposed to be considered for appointment as Non-executive Non-Independent Directors.

The Board also expressed its concerns about the overall size of the Board and consequential administrative, logistics and costs implications of managing the Board of such size, particularly considering size and nature of business operations of the Company. Accordingly, the NRC has been requested by the Board to evaluate the optimal size of the Board.

Further, the Board has considered Special Notice and representation received from Mr. Umesh Mehta and approved inclusion of this matter as additional special business as Item No. 5, to be transacted along with other business items as mentioned in the Notice of AGM. Addendum to the Notice of AGM will be submitted to the stock exchanges in due course.

The Board meeting commenced at 3:33 p.m. and concluded at 4:31 p.m.

You are requested to take the aforesaid information on record.

Yours faithfully,
For **3i Infotech Limited**

VARIKA RASTOGI

Varika Rastogi
Company Secretary & Compliance Officer

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