3i Infotech

August 19, 2026

BSE Limited
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: Addendum to the Notice of 33rd Annual General Meeting of the Company

This is further to our intimations dated August 5, 2026, and August 12, 2026, regarding the Notice of the 33rd Annual General Meeting ("AGM") of the Company and the outcome of the meeting of the Board of Directors held on August 12, 2026, respectively.

The Company has received a Special Notice from a member of the Company under Section 115 of the Companies Act, 2013 ("the Act"), proposing removal of Mr. Umesh Mehta (DIN: 09244647) from the office of Non-Executive Non-Independent Director of the Company under Section 169 of the Act. The Board has considered Special Notice and written 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.

Accordingly, we are enclosing herewith Addendum to the Notice of the 33rd AGM. This Addendum shall be deemed to be an integral part of the Notice dated July 23, 2026, and the notes provided therein.

In compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this Addendum to the Notice of the 33rd AGM is being sent only through electronic mode to those Members to whom the Notice dated July 23, 2026, was sent on their email ids as registered with the Company/ Depositories/ RTA.

The Addendum to the Notice of 33rd AGM is also available on the Company's website at Addendum-to-Notice-of-33rd-AGM.pdf

You are requested to take the above information on record.

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

VARIKA RASTOGI

Digitally signed by VARIKA RASTOGI
DN: c=IN, postalCode=400705, st=MAHARASHTRA, street=FLAT B 4 3 2 MILLENIUM TOWERS ,SECTOR 9 ,THANE,SANPADA ,400705, l=THANE, o=Personal, serialNumber=a9dfde58ff2746b54e338d27a95b35bc5fb567b393673c246f41d6ce2d3bcb62, pseudonym=f6b21426ca8147f1b3d4f085849db1f7, 2.5.4.20=59b6357da87a74c088cd1fbce5fcbe59a211a8c869a0bf71ed3694c206643a93, email=VARIKA.RASTOGI@3I-INFOTECH.COM, cn=VARIKA RASTOGI
Date: 2026.08.19 21:57:49 +05'30'

Varika Rastogi
Company Secretary & Compliance Officer

Encl: as above

3i Infotech Ltd.
CIN: L67120MH1993PLC074411
Tower # 5, International Infotech Park, Vashi Station Complex, Navi Mumbai, Maharashtra, India, 400703
Email : marketing@3i-infotech.com
Phone: +91 22 7123 8000
www.3i-infotech.com

3i INFOTECH LIMITED

CIN: L67120MH1993PLC074411
Registered Office: Tower # 5, International Infotech Park, Vashi Station Complex, Navi Mumbai - 400 703, Maharashtra, India
Website: www.3i-infotech.com **Tel**: 022-7123 8000 **E-mail**: investors@3i-infotech.com

ADDENDUM TO THE NOTICE OF 33RD ANNUAL GENERAL MEETING OF THE COMPANY

Addendum to the Notice dated July 23, 2026, convening 33rd Annual General Meeting of the Company scheduled to be held on Friday, August 28, 2026, at 11:30 a.m. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"):

Notice is hereby given pursuant to the provisions of Section 115 of the Companies Act, 2013 ("Act'') read with Rule 23 of the Companies (Management & Administration) Rules, 2014, of the intention of a Member to move an ordinary resolution for removal of Non-Executive Non-Independent Director of the Company under Section 169 of the Act read with Companies (Appointment & Qualification of Directors) Rules, 2014.

Accordingly, the following item of business is added in the aforesaid Notice as **Item No. 5** as a Special Business and this addendum shall be deemed to be an integral part of the original Notice dated July 23, 2026, and the notes provided therein.

Attention of the shareholders is specifically drawn to the attached explanatory statement to explain the background of the special notice and the views of Board of Directors of the Company thereon.

SPECIAL BUSINESS

Item No. 5:

To consider the removal of Mr. Umesh Mehta (DIN: 09244647) as a Non-Executive Non-Independent Director of the Company, pursuant to the special notice received from a Member under Section 115 and 169 of the Companies Act, 2013 and applicable rules framed thereunder.

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

"**RESOLVED THAT** pursuant to the provisions of Section 169 and other applicable provisions of the Companies Act, 2013 ("Act") read with Companies (Appointment & Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment(s) thereof for the time being in force), the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Secretarial Standard on General Meetings (SS-2), Article 143 of the Articles of Association of the Company and such other notifications, circulars and amendments thereto as may be applicable from time to time and the special notice received from a Member of the Company under Section 115 of the Act & Rule 23 of Companies (Management & Administration) Rules, 2014, and after giving Mr. Umesh Mehta (DIN: 09244647), Non-Executive Non-Independent Director of the Company, a reasonable opportunity to give written representation and the manner of its notification to Members in accordance with Section 169(3) and Section 169(4) of the Act, respectively, the consent of the members of the Company be and is hereby accorded for removal of Mr. Umesh Mehta (DIN: 09244647) from the office of Non-Executive Non-Independent Director of the Company with effect from the conclusion of this Annual General Meeting."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company (which expression shall include any Committee thereof or any Director(s) or Key Managerial Personnel authorised by the Board) be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, writings, applications, forms and filings as may be considered necessary, proper or expedient for giving effect to this Resolution, including making necessary filings with the Registrar of Companies, Stock Exchanges and such other statutory or regulatory authorities as may be required."

Registered Office:
Tower # 5, International Infotech Park, Vashi Station Complex, Navi Mumbai - 400703, Maharashtra

Date: August 12, 2026
Place: Navi Mumbai

By the Order of the Board
for 3i Infotech Limited

Sd/-
Varika Rastogi
Company Secretary

Notes:

1. The explanatory statement pursuant to Section 102(1) of the Act, in respect of the special business proposed above to be transacted at the ensuing 33rd AGM, is annexed hereto and forms part of the Notice.

2. In compliance with the provisions of Companies Act, 2013 & SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this Addendum to the Notice of the 33rd AGM is being sent only through electronic mode to those Members to whom the Notice dated July 23, 2026, were sent, on the email ids as available with the Company / Depositories / RTA.

3. Relevant documents referred to in this Addendum to Notice of 33rd AGM are available electronically for inspection without any fees by the Members from the date of circulation of this Notice up to the date of the AGM. Members who wish to seek inspection, may send their request through an e-mail to investors@3i-infotech.com.

4. Members may note that this Addendum to the Notice of 33rd AGM will also be available on the Company's website at www.3i-infotech.com, websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and on the website of NSDL (agency for providing the Remote e-voting facility) i.e. www.evoting.nsdl.com.

5. All processes, notes and instructions relating to remote e-voting, e-voting during the 33rd AGM, and participation in the 33rd AGM through VC / OAVM, as set out in the Notice of the 33rd AGM dated July 23, 2026, shall mutatis mutandis apply to the Resolution contained in this Addendum. Further, the Scrutinizer(s) appointed for the 33rd AGM shall also act as the Scrutinizer(s) for the said Resolution.

EXPLANATORY STATEMENT

In terms of the provisions of Section 102 of the Act, the following statement mentioning material facts relating to Special business as set out in this Notice.

Item No. 5:

Pursuant to Section 115 of the Companies Act, 2013 (**"Act"**) read with Rule 23 of Companies (Management & Administration) Rules, 2014, the Company had received a special notice dated August 3, 2026, from NMS Leasing and Infotech Private Limited ("Proposing Shareholder"), a Member of the Company holding 2,074,845 equity shares (constituting approximately 1.00039% of the paid-up equity share capital of the Company) as on August 3, 2026, to move an ordinary resolution for removal of Mr. Umesh Mehta (DIN: 09244647) from the office of Non-Executive Non-Independent Director (liable to retire by rotation) of the Company under Section 169 of the Act.

Mr. Umesh Mehta (DIN: 09244647) was appointed as an Additional Non-Executive Non-Independent Director of the Company effective March 22, 2024, and later his appointment was approved by the Members by way of Ordinary Resolution passed through Postal Ballot dated June 15, 2024.

The Company had placed the aforesaid special notice for discussion and consideration of its Board of Directors at its meeting held on August 12, 2026. The Board was informed about the following rationale of the Proposing Shareholder for the proposed removal of Mr. Umesh Mehta, as reproduced below from the special notice:

"Mr. Mehta has been appointed as a Committee member in the Products Innovation Sub-Committee. But the Company has not launched any new product which has contributed significantly to the revenue. Publicly available information does not indicate the Mr. Mehta has held responsibility for developing or scaling proprietary software products, leading large software engineering organizations, managing global technology delivery businesses, or driving innovation in AI, Cloud or Digital platforms. His experience appears to be confined primarily to managing internal enterprise technology environments for manufacturing companies. There is no disclosed record of successfully leading a global IT services business, managing technology product portfolios, or creating shareholder value through technology-led business growth. Given the rapidly evolving competitive landscape of the IT services sector, this background does not appear to provide the specialist industry expertise required for effective board oversight of 3i Infotech's technology strategy and long-term direction."

In accordance with Section 169 of the Act and Article 143 of the Articles of Association of the Company, a copy of the special notice had been sent to Mr. Umesh Mehta (DIN: 09244647), giving a reasonable opportunity to make a written representation to the Company. The written representation received from Mr. Umesh Mehta was placed before the Board for its consideration at its meeting held on August 12, 2026, **which is enclosed hereto as Annexure**. The removal, if approved by the Members by Ordinary Resolution, shall take effect from the conclusion of this Annual General Meeting.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Umesh Mehta (DIN: 09244647), is in any way concerned or interested, financially or otherwise, except to the extent of their shareholding, in the resolution set out as Item no. 5 of the Notice.

Views of the Board of Directors of the Company ("the Board") on Special Notice received under Section 115 of the Act

The Board collectively acknowledged and appreciated the significant contribution made by Mr. Umesh Mehta to the deliberations of the Board and the Products Innovation Sub-committee. Considering his extensive background, expertise and experience, he has provided valuable insights in evaluating expenditure on existing products and determining whether such expenditure should be continued, identifying potential market opportunities, and shaping the Company's positioning and Go-to-Market strategy.

The Board placed on record its sincere appreciation for Mr. Umesh Mehta's valuable contribution and fully endorsed the focused and strategic approach adopted towards strengthening and advancing the Company's product initiatives.

The Board is of the view that the continued association of Mr. Umesh Mehta would be of immense benefit to the Company considering his extensive experience, expertise and valuable guidance to the Company. Considering all the facts, the Board **does not recommend the Ordinary Resolution** set out at **Item No. 5** of this Notice for approval by the Members.

Registered Office:
Tower # 5, International Infotech Park,
Vashi Station Complex, Navi Mumbai - 400703, Maharashtra

Date: August 12, 2026
Place: Navi Mumbai

By the Order of the Board
for 3i Infotech Limited

Sd/-
Varika Rastogi
Company Secretary

To,
The Board of Directors
The Company Secretary
3i Infotech Limited

Subject: Written Representation under Section 169(4) of the Companies Act, 2013 in relation to the Special Notice proposing my removal as a Non-Executive, Non-Independent Director

Dear Members,

I refer to the Special Notice dated August 3, 2026 received from NMS Leasing and Infotech Private Limited proposing my removal as a Non-Executive, Non-Independent Director of 3i Infotech Limited.

I fully respect the statutory right of every shareholder to raise matters concerning the governance of the Company. At the same time, since the Special Notice contains certain observations regarding my professional experience, suitability and contribution to the Company, I believe shareholders should have the benefit of a complete and balanced perspective before considering the proposed resolution.

Accordingly, I submit this representation pursuant to Section 169(4) of the Companies Act, 2013 and request that it be circulated to the members of the Company in accordance with applicable law.

My Role as a Non-Executive Director

I was appointed to the Board of 3i Infotech on March 22, 2024 as a Non-Executive Director. Since my appointment, I have discharged my responsibilities in good faith and with the objective of contributing to the long-term interests of the Company and all its stakeholders.

As a Non-Executive Director, my responsibility is to provide strategic guidance, governance oversight, constructive challenge and an external perspective to management. A Non-Executive Director does not perform the executive responsibilities of developing products, running engineering teams, managing day-to-day technology delivery or directly generating revenue.

I therefore respectfully submit that the contribution of a Non-Executive Director should be evaluated in the context of the strategic and governance responsibilities entrusted to the Board and its Committees, rather than solely on individual operational outcomes.

My Contribution to the Product Innovation Committee

The Special Notice specifically refers to my membership of the Product Innovation Committee and observes that the Company has not launched a new product that has contributed significantly to revenue.

Product innovation is a collective organisational responsibility involving strategy, product development, technology, sales, marketing and execution. My role on the Committee has been to provide strategic direction, challenge investment assumptions, bring a customer and market perspective, and help management evaluate opportunities.

In this capacity, some of my specific contributions and recommendations have included:

1. Recommended discontinuing further investment in products built on legacy technologies, with greater focus on modern, scalable technology platforms.

2. Recommended strategic go-to-market partnerships instead of equity investments or acquisitions, wherever the business objectives could be achieved through partnerships with lower investment and risk.

3. Asked management to develop a robust business case for every new product investment, covering market opportunity, investment requirement, revenue potential, ROI and scalability before committing resources.

4. Recommended embedding AI capabilities into existing products to enhance their relevance, differentiation and value to customers.

5. Proposed establishing Centres of Excellence (CoEs) for AI and Cybersecurity to develop focused capabilities in areas strategically important for the Company's future.

6. Leveraged my professional relationships across technology OEMs, service providers and the CIO community to facilitate relevant business connections and engagements for the

Company, with the objective of supporting business development, strategic partnerships and potential growth opportunities.

7. Recommended strengthening 3i Infotech's cybersecurity posture through the adoption of DevSecOps practices, improving security in existing products and embedding a Security by Design approach into the development of new products and solutions.

These recommendations reflect my approach that innovation should be supported by clear customer demand, modern technology, sound business cases, appropriate risk management and measurable potential for creating sustainable shareholder value.

The implementation and commercialisation of product initiatives are management responsibilities. My responsibility as a Non-Executive Director and Committee member is to provide strategic guidance, oversight and constructive challenge and to help management make better-informed decisions.

Professional Experience and Relevance to 3i Infotech

The Special Notice also raises questions regarding the relevance of my professional experience to 3i Infotech's technology strategy and long-term direction.

I respectfully disagree with this assessment.

I bring over three decades of senior leadership experience across technology, digital transformation, enterprise applications, cybersecurity, data and analytics, cloud, innovation and large-scale business transformation across multiple industries.

My experience has been at the intersection of business strategy and technology, evaluating technologies and technology partners, driving enterprise-wide transformation, overseeing complex technology environments and ensuring that technology investments deliver measurable business value.

Importantly, having spent many years as an IT practitioner and a customer of IT services, I have also sat on the other side of the table from technology and IT services providers. This experience has enabled me to bring an important CIO and customer perspective to the Company, providing insights into how CIOs evaluate technology partners, what customers expect from an IT services provider, the factors that influence their buying decisions, and what ultimately creates a trusted and sustainable customer relationship.
I have consistently brought this perspective into my discussions with the management and the Product Innovation Committee, particularly while evaluating products, services, partnerships and go-to-market opportunities.

I therefore believe that my experience as an enterprise technology leader, IT practitioner and buyer of technology services is directly relevant to 3i Infotech, whose customers include CIOs and enterprise technology leaders. Understanding how customers evaluate technology, select partners, make investment decisions and measure business value provides a valuable perspective to the Company's strategy, offerings, product direction and go-to-market approach.

The technology industry is rapidly evolving towards AI, cloud, cybersecurity, data platforms, automation, digital engineering and outcome-based services. I believe that Board-level diversity of experience across technology providers, enterprise customers, industry practitioners and governance professionals strengthens the Company's ability to understand evolving customer requirements and make informed strategic decisions.

Board Governance and Contribution

Since joining the Board, I have endeavoured to participate constructively in Board and Committee discussions, ask relevant questions, challenge assumptions where necessary and provide strategic inputs based on my professional experience.

My approach as a Director has always been to act in the interests of the Company and all its shareholders, while maintaining appropriate oversight of management and respecting the distinction between governance and executive management.

I remain fully committed to the fiduciary responsibilities associated with being a Director of a listed company and to the principles of transparency, accountability and good corporate governance.

I also note that the Special Notice does not allege any misconduct, breach of fiduciary responsibility, lack of integrity or regulatory non-compliance on my part. The grounds stated principally concern an assessment of my professional background, suitability and its relevance to the Company's strategy.

I respectfully submit that shareholders should consider these observations in the context of my overall professional experience, the perspective I bring as an enterprise technology leader, my actual contributions to the Board and Product Innovation Committee, and the responsibilities expected of a Non-Executive Director.

I respect the right of NMS Leasing and Infotech Private Limited to place its views before the shareholders. Equally, I believe shareholders should have the benefit of complete and balanced information before making their decision.

I remain committed to contributing constructively to the transformation, growth and long-term success of 3i Infotech and to protecting the interests of the Company and all its shareholders.

I therefore respectfully request the members to consider my professional experience, actual contribution, governance responsibilities and the role expected of a Non-Executive Director in their entirety while considering the proposed resolution.

I thank the shareholders for their consideration and for the trust placed in me.

Yours sincerely,

Umesh Mehta
DIN: 09244647
Non-Executive Director - 3i Infotech Limited

Date: 11/08/2026

Place: NEW DELHI