



## Covering Letter

**Date: February 24, 2026**

**BSE Limited**  
Sir Phiroze Jeejeebhoy Towers  
Dalal Street, Fort,  
Mumbai – 400 001  
Security Code: 532628

**National Stock Exchange of India Limited**  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C-1, Block G  
Bandra Kurla Complex,  
Mumbai – 400 051  
Scrip code: 3IINFOLTD

**Dear Sir/ Madam,**

**Sub: Postal Ballot Notice**

We enclose herewith a copy of the Postal Ballot Notice 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 resolution 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 Members 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 20, 2026** (“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 remote e-voting system of NSDL.

**Remote e-voting will commence from Thursday, February 26, 2026 9:00 A.M. (IST) and will end on Friday, March 27, 2026, 5:00 P.M. (IST) (both days inclusive).** The result of the postal ballot will be announced on or before Tuesday, March 31, 2026.

A copy of the Postal Ballot Notice is also available on the website of the Company i.e. [www.3i-infotech.com](http://www.3i-infotech.com) and on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

This is for your information and records.

You are requested to take the same on record.

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

**Varika Rastogi**  
**Company Secretary and Compliance Officer**

**Encl: as above**

**3i Infotech Ltd.** (CIN: U74899DL1990PLC039478)

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

Email : [marketing@3i-infotech.com](mailto:marketing@3i-infotech.com) | [www.3i-infotech.com](http://www.3i-infotech.com)



## 3i Infotech Limited

**Corporate Identification Number (CIN):** L67120MH1993PLC074411

**Registered Office:** Tower # 5, International Infotech Park, Vashi Station Complex, Navi Mumbai – 400 703, Maharashtra, India

**Tel No:** +91 22 7123 8000 **E-mail:** [investors@3i-infotech.com](mailto:investors@3i-infotech.com)

**Website:** [www.3i-infotech.com](http://www.3i-infotech.com)

### **NOTICE OF POSTAL BALLOT**

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended]

**Dear Members,**

**NOTICE** is hereby given to the Members of 3i Infotech Limited ("**Company**") that the resolution as set out in this Notice is proposed to be passed by the Members of the Company by means of Postal Ballot, by voting through remote electronic voting process ("**remote e-voting**") only, pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") (including any statutory modification or re-enactment thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**"), General Circular Nos.14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other various relevant General Circulars, including latest General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**the Listing Regulations**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force].

The explanatory statement pursuant to Section 102(1) of the Act and any other applicable provisions of the Act read with Rules framed thereunder, setting out all material facts and reasons thereof concerning the resolution mentioned in this Notice, is annexed hereto.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed Mr. Prakash Shenoy (Membership No. F12625), Partner of M/s. SAP & Associates, Company Secretaries, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of the National Securities Depository Limited ('NSDL'), an agency authorised by the MCA, to provide remote e-voting facility to the Members of the Company instead of dispatching postal ballot forms. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice.

Members are requested to read the instructions in the Notes in this Notice and record their assent or dissent on the proposed resolution to cast their votes electronically. Votes can be cast during the following period, not later than 5.00 P.M. IST on March 27, 2026. The remote e-voting facility will be disabled by NSDL thereafter.

<b>Commencement of remote e-voting</b>	<b>Thursday, February 26, 2026 at 9.00 A.M. (IST)</b>
<b>Conclusion of remote e-voting</b>	<b>Friday, March 27, 2026 at 5.00 P.M. (IST)</b>

The Scrutinizer will submit his report, after completion of the scrutiny, to the Chairman of the Company or any other authorised officer(s) of the Company. The results of the Postal Ballot will be announced on or before March 31, 2026, and will be displayed on the website of the Company at [www.3i-infotech.com](http://www.3i-infotech.com), on the website of NSDL at <https://evoting.nsdl.com> and will also be displayed at the Registered Office of the Company. The results will simultaneously be communicated to the National Stock Exchange of India Limited and BSE Limited where the securities of the Company are listed.

The proposed resolution, if approved by the requisite majority of the Members, will be considered as having duly passed on the last date specified for remote e-voting i.e. March 27, 2026.

## **SPECIAL BUSINESS**

### **ITEM NO. 1**

#### **Re-appointment of Mr. Avtar Singh Monga (DIN: 00418477) as Non-executive Independent Director for second term commencing from April 1, 2026 to March 31, 2031**

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

“**RESOLVED THAT** in accordance with Sections 149, 150, 152 read with Schedule IV to the Companies Act, 2013, the rules made thereunder and other applicable provisions of the Companies Act, 2013 and Regulation 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee, and of the Board of Directors of the Company, Mr. Avtar Singh Monga (DIN: 00418477), who was appointed as a Non-executive Independent Director of the Company by the members for a term of consecutive five years from April 1, 2021 to March 31, 2026, who being eligible for re-appointment for a second term and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature to the office of Director of the Company, be and is hereby re-appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, for second term of five consecutive years commencing from April 1, 2026 to March 31, 2031.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things, as may be necessary, proper and expedient for the purpose of giving effect to this resolution.”

**Registered Office:**

Tower # 5, International Infotech Park,  
Vashi Station Complex, Navi Mumbai – 400 703

Place: Navi Mumbai  
Date: February 13, 2026

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

**Sd/-  
Varika Rastogi**  
Company Secretary and Compliance Officer  
Membership No. F7864

**Notes:**

1. Explanatory Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules, and Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India setting out all the material facts pertaining to the resolution set out in the Notice is annexed hereto and forms part of this Notice.
2. In accordance with the provisions of the Act read with the Rules, MCA Circulars and SEBI Circulars, the Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company/ Register of Beneficial Owners maintained by the Depositories as on **February 20, 2026 (“Cut-Off Date”)** and whose e-mail addresses are registered with the Company/ Depositories.
3. This Notice will also be available on the Company’s website at [www.3i-infotech.com](http://www.3i-infotech.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL at <https://evoting.nsdl.com>.
4. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will be considered for the purpose of voting and any person who is not a Member as on the Cut-Off Date should treat this Postal Ballot Notice for information purpose only.
5. Pursuant to SEBI Circular, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs, to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the E-voting Service Providers thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.
6. Voting rights of members / beneficial owner (in case of electronic shareholding) shall be reckoned on the paid-up value of shares registered in the name of the Member as on the Cut-off Date. Members can vote for their entire voting rights as per their discretion.
7. Corporate/Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to provide legible certified true copy (in PDF Format) of the board resolution / power of attorney / authority letter, etc., to the Scrutinizer by email [saplegal@sapandassociat.in](mailto:saplegal@sapandassociat.in). It is also requested to upload the same in the e-voting portal at their login.
8. Relevant documents referred to in the Postal Ballot Notice and the Explanatory Statement shall be available for inspection through electronic mode on the website of the Company.
9. **Process and manner for remote e-voting**
  - i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Rules, Regulation 44 of the Listing Regulations, relevant MCA Circulars and relevant SEBI Circulars, the Members are provided with the facility to cast their vote by electronic means through the e-voting platform provided by NSDL.
  - ii. Remote e-voting period begins on Thursday, February 26, 2026, at 9:00 A.M. (IST) and will end on Friday, March 27, 2026, at 5:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the cut-off date i.e. Friday, February 20, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on cut-off date, being Friday, February 20, 2026.
  - iii. Voting rights through e-voting cannot be exercised by a proxy.

## The Instructions for Members for Remote E-Voting

### Step 1: Access to NSDL e-Voting System

#### A) Login method for e-voting for Individual Members holding securities in demat mode

Type of Members	Login Method
Individual Members holding securities in demat mode with NSDL.	<p>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 hold 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual Shareholder holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach eVoting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information</p>

	<p>provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also link provided to access the system of all e-Voting Service Providers, so that the user can visit the eVoting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
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. Upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above-mentioned 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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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.
4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) 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.
  - c) How to retrieve your 'initial password'?
    - (i) If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .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'.
    - (ii) If your e-mail ID is not registered, please follow steps mentioned below in process for those shareholders whose e-mail IDs are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the eVoting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, the Home page of e-Voting will open.

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

**How to cast your vote electronically on NSDL e-Voting system?**

1. 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 and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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 also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to [prakash@sapandassociates.in](mailto:prakash@sapandassociates.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com), to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022 - 4886 7000 or send a request to at [evoting@nsdl.com](mailto:evoting@nsdl.com).

### **Process for those shareholders whose e-mail IDs are not registered with the depositories for procuring user ID and password and registration of e-mail IDs for e-voting for the resolutions set out in this notice:**

1. 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 e-mail to [investors@3i-infotech.com](mailto:investors@3i-infotech.com).
2. 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](mailto: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 and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholders/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user ID and password for e-voting by providing above-mentioned documents.
4. 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 e-mail ID correctly in their demat account to access e-Voting facility.

**EXPLANATORY STATEMENT**  
**(Pursuant to Section 102 of the Companies Act, 2013)**

In terms of the provisions of Section 102 of the Companies Act, 2013 (“**the Act**”), Secretarial Standard on General Meetings (SS-2) and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**the Listing Regulations**”), the following statement sets out all material facts relating to special business as set out in this Postal Ballot Notice.

**Re-appointment of Mr. Avtar Singh Monga (DIN: 00418477) as a Non-executive Independent Director**

The Members of the Company, through a Special Resolution passed by Postal Ballot on September 19, 2021, approved appointment of Mr. Avtar Singh Monga as an Independent Director of the Company for first term of five years from April 1, 2021 to March 31, 2026. Accordingly, his first term as an Independent Director will be ending on March 31, 2026.

Mr. Avtar Singh Monga currently serves as the Chairman of the Nomination and Remuneration Committee, a member of the Audit Committee, the Sub-committee on Legacy Matters of the Audit Committee, and the Products Innovation Sub-committee of the Board of Directors of the Company (“**the Board**”). He also serves as an Independent Director on the Board of Directors of 3i Infotech Inc., USA, material wholly owned subsidiary of the Company, in compliance with the Listing Regulations.

In accordance with Sections 149(10) and 149(11) of the Act, an Independent Director may hold office for two consecutive terms of up to five years each, subject to the approval of shareholders for the second term. In terms of the aforesaid provisions, read with the Listing Regulations, the re-appointment of an Independent Director for a second term requires the approval of the Members by way of a Special Resolution.

Pursuant to the performance evaluation of Mr. Avtar Singh Monga by the Nomination and Remuneration Committee (“NRC”) for re-appointment, it has been noted that he has made substantial contributions and has provided valuable guidance through his independent views and strategic insights at the meetings of the Board and its Committees. He possesses extensive expertise in global business strategy, finance, administration, and information technology, along with strong leadership and governance capabilities. His rich experience and objective perspective have significantly supported the Company’s decision-making and oversight processes. Considering his skills, experience and continued contribution, the Board is of the view that his re-appointment as an Independent Director will be of immense benefit to the Company.

Based on the recommendation of the NRC, the Board at its meeting held on February 13, 2026, approved re-appointment of Mr. Avtar Singh Monga as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term effective from April 1, 2026 up to March 31, 2031, subject to the approval of the Members. The Company has received in writing a notice from a Member proposing his candidature for the office of Director, in terms of Section 160(1) of the Act.

The Company has received following disclosures and declarations from Mr. Avtar Singh Monga:

- (i) his consent to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“**the Rules**”);
- (ii) an intimation in Form DIR-8 in terms of the Rules to the effect that he is not disqualified under the provisions of Section 164(2) of the Act;
- (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16(1)(b) of the Listing Regulations;
- (iv) a confirmation in terms of Regulation 25(8) of the Listing Regulations that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties; and
- (v) a declaration pursuant to BSE Limited Circular No. LIST/COMP/14/2018-19 and National Stock Exchange of India Limited Circular No. NSE/ML/2018/24 dated June 20, 2018, that he has not been debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority.

Mr. Avtar Singh Monga has also confirmed that he complies with Rules 6(1) and 6(2) of the Rules with respect to registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Avtar Singh Monga fulfils the conditions specified in the Act and the Rules thereunder and the Listing Regulations for re-appointment as an Independent Director and he is independent of the management of the Company. Having regard to his qualifications, skills, experience, capabilities and knowledge, the Board considers that his continued association would be of immense benefit to the Company.

The profile, specific areas of expertise and other relevant information of Mr. Avtar Singh Monga, as required under the Listing Regulations and SS-2, are provided in the "Annexure" section of this Notice.

The copy of draft letter of appointment as an Independent Director stating the terms and conditions, is available for inspection by the Members at the Registered Office of the Company, between 10.00 a.m. and 12:00 noon on all working days of the Company from the date of circulation of Postal Ballot Notice until the last date of e-voting and the same is also available on the Company's website at [www.3i-infotech.com](http://www.3i-infotech.com).

Except Mr. Avtar Singh Monga and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested, financially or otherwise, in the proposed Special Resolution.

The Board recommends the Resolution as set out at Item No. 1 of this Notice for the approval by the Members by way of a Special Resolution.

**Additional information on director recommended for re-appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings**

<b>Name</b>	<b>Mr. Avtar Singh Monga</b>
Director Identification Number (DIN)	00418477
Date of Birth	March 5, 1960
Date of joining the Board (for 1 <sup>st</sup> term)	April 1, 2021
Relevant Educational qualification.	Master's degree in commerce, MBA in Marketing and Finance, Fellow member of the Institute of Directors
Nature of expertise in specific functional areas	Please refer to brief resume given in Annexure to the Notice
Brief Resume of the Director	Please refer to Annexure to the Notice
Disclosure of relationships between directors/KMP inter-se	None
Shareholding in the Company as on the date of this Notice (including as a beneficial owner)	None
Names of listed entities from which the appointee has resigned in the past three years*	None
Key Terms and Conditions for appointment	Re-appointment as a Non-executive Independent Director not liable to retire by rotation for second term of 5 consecutive years from April 1, 2026
Skills and capabilities required for the role and the manner in which appointee meets such requirements	Please refer to the explanatory statement forming part of Postal Ballot Notice

Details of remuneration last drawn (FY2024-25)	Sitting fees for attending the Board and Committee Meetings of the Company – Rs. 29 lakhs
Remuneration proposed to be paid	Sitting fees for attending the Board and Committee Meetings of the Company, as applicable
Directorships held in other companies (excluding foreign companies)*	<ol style="list-style-type: none"> <li>1. RNFI Services Limited</li> <li>2. Godfrey Phillips India Limited</li> <li>3. Hostbooks Limited</li> <li>4. Quippo Oil and Gas Infrastructure Limited</li> <li>5. Continuummind Private Limited</li> <li>6. Lawrbit Lextech India Private Limited</li> <li>7. Azimuthgrc Technologies India Private Limited</li> <li>8. Stride Capital Consultants Private Limited</li> <li>9. Fintech Association for Consumer Empowerment</li> </ol>
No. of Board/ Committee meetings attended	<p><b><u>Attendance during FY 2024-25</u></b></p> <ul style="list-style-type: none"> <li>• Board Meeting: 9/9</li> <li>• Nomination and Remuneration Committee: 7/7</li> <li>• Audit Committee: 5/5</li> <li>• Products Innovation Sub-Committee: 2/2</li> <li>• Sub-Committee on Legacy Matters: 3/3</li> </ul> <p><b><u>Attendance from April 1, 2025 to December 31, 2025</u></b></p> <ul style="list-style-type: none"> <li>• Board meeting: 3/5</li> <li>• Audit Committee: 2/3</li> <li>• Nomination and Remuneration Committee: 3/3</li> <li>• Rights Issue Committee: 3/3</li> <li>• Products Innovation Sub-Committee: 2/3</li> <li>• Sub-Committee on Legacy Matters: 3/3</li> </ul>
List of Membership/ Chairpersonship held in committees of other companies (excluding Private, Foreign and Section 8 Companies)*	<p><b><u>Godfrey Phillips India Limited</u></b>  Audit Committee (Chairman)  Nomination and Remuneration Committee (Member)  ESG Committee (Member)</p> <p><b><u>RNFI Services Limited</u></b>  Audit Committee (Member)  Nomination and Remuneration Committee (Chairman)</p> <p><b><u>Quippo Oil and Gas Infrastructure Limited</u></b>  Audit Committee (Member)  Nomination and Remuneration Committee (Member)  Corporate Social Responsibility Committee (Member)</p>

\*As per disclosures received from the Director.

**Brief profile of Mr. Avtar Singh Monga (DIN: 00418477)**



Mr. Avtar Singh Monga has been associated with the Financial and Banking industry for almost 38 years and has worked with some of the best global enterprises in leadership positions both for India as well as Global level. He has spent 26 years with the Bank of America, first 16 years as part of their India business and later 10 years establishing and scaling their Global Delivery Centres of Expertise as its Managing Director. He has also been part of GE Capital India where he spearheaded SBI Card JV as well as Transport Financial Services as CEO. He has been Chief Operating Officer and Head of Retail Banking with IDFC Bank and was instrumental in launching the bank and building it as a key player in the fintech space. He is also on the Board of Fintech Association for Consumer Empowerment (FACE) – the RBI-recognised self-regulatory organization in the FinTech sector.

**Registered Office:**

Tower # 5, International Infotech Park,  
Vashi Station Complex, Navi Mumbai – 400 703

**Place: Navi Mumbai**

**Date: February 13, 2026**

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

**Sd/-**

**Varika Rastogi**

Company Secretary and Compliance Officer  
Membership No. F7864